THRESHOLD

NINJA SCROLL

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FADE IN:

EXT. BRIDGE - DAY

Camera pans a long wooden bridge over windswept waters. Marsh birds take flight as--

UNDER THE BRIDGE - through shadow-crossed pilings we see a gleaming HARPOON SPEAR lifted into frame by an unseen assassin.

The wind gusts and a mist blows through as--

An unsuspecting TRAVELLER steps onto the bridge and stops. His head is down and his face is shaded by the wide brim of a coolie hat. He is tall. His long sword is sheathed across his back.

The traveller pulls a rolled SCROLL from inside his sleeve. As he brings it up, his head lifts slightly and we see the strong, handsome face of the rogue samurai JUBEI. He opens the scroll, studies it for a beat, then looks out over the bridge as if deciding whether to cross. With a look of resolve, he tucks away the scroll and starts across. Just as he does he hears:

BEGGAR (O.C.)
What does it say?

A BEGGAR is crouched in the shadows against the rail. He has a basket of apples next to him. He tosses an apple up to Jubei, who effortlessly catches it.

JUBEI
The answer lies in Kimon.

The beggar sneers and shakes his head as Jubei's coin lands in his outstretched hand.

BEGGAR
(gesturing down bridge)
This is the way... But you don't know what goes on in that godforsaken realm.

Jubei lowers his head against the rising wind and continues across the bridge.

JUBEI
That's what I'm going to find out.

Jubei is about to take a bite out of the apple when--

(CONTINUED)

CONTINUED:

THE HARPOON SPEAR - slices up through the floor one footstep ahead of him.

Undaunted, Jubei bites into his apple. Then--

THREE HIGHWAYMEN leap onto the bridge. One lands on the railing, then the 'beggar' behind Jubei and the third, their imposing Leader, drops in front of him.

LEADER
You're going the wrong way, stranger.

JUBEI
(glancing at the 'beggar')
So I've heard.

Jubei starts forward, but the Leader steps into his path.

LEADER
Then you gotta pay.

JUBEI
I'm happy to share...
(he offers the apple)
...bite?

The leader isn't amused.

LEADER
That sword of yours will do.

Jubei tosses his apple high in the air and in rapid succession:

The first highwayman launches his rope spear at Jubei--

ECU JUBEI'S SHADED EYES - savage rage, then--

With lightning speed and fluid motion, Jubei unsheathes his sword and meets the incoming spear--

SLOW MO - SWORD POV - as the blade travels the length of the spear slicing it into two halves -

THE SPLIT SPEAR SIDES SPEED past on either side of Jubei's head, back towards--

THE 'BEGGAR' HENCHMAN - the split spear points pierce his shirt at the shoulders and drive him back into the rail, pinning him to it.

CONTINUED: (2)

In fluid motion, Jubei stabs the point of his long sword into the floor planks, **vaults into a handstand on the hilt,** then he catapults up into the air (pulling his sword with him)--

Jubei flips through the air dodging the sword slashes of the second henchman as he lands on the man's shoulders.

Jubei instantly wrenches the man's head between his ankles with such force, number two reels back and--

Jubei flips off his shoulders, kicking him as he goes and sending the man hurtling off the bridge, just as--

The Leader points his harpoon spear and--

Jubei still flipping through the air, slashes the harpoon off its pole while landing on the Leader's shoulders for an instant then--

Jubei propels himself up flipping around behind him and--

WHAM - Jubei kicks the Leader back into the railing.

CLOSE JUBEI - he sheathes his sword, reaches out and casually catches the dropping apple.

Sprawled over the railing, the Leader glares up at Jubei, who turns and continues down the bridge.

LEADER (CONT'D)
The vultures will be picking your bones by morning.

Dark clouds roll in fast, creating a violent blue black sky.

Jubei takes his last bite of apple, then tosses the core.

Lightning explodes at the far end of the bridge where we see--

A HOODED FIGURE ON HORSEBACK - silhouetted in silver-blue.

The horse rears as another streak of lightning explodes turning the entire scene silver-blue. The hood falls back and we see--

LORD GEMMA, large, powerful and darkly handsome. He turns and-

Jubei and Gemma lock eyes as lightning EXPLODES between them.

EXTREME CLOSE UPS - first Jubei's eyes, fierce, intense, then-

CONTINUED: (3)

Gemma's icy expression slowly turns to a smile, packed with self-confidence and charisma. Then--

Gemma's horse spins and charges off towards--

A DISTANT VILLAGE (Shimoda) - shrouded in swirling mists.

As Gemma's mount picks up speed, SIX MORE CLOAKED RIDERS thunder in around Gemma, following his lead. Their black capes blowing wild.

With a look of apprehension, then determination, Jubei continues across the rain-whipped bridge...

TITLE SEQUENCE BEGINS OVER MONTAGE:

EXT. SHIMODA VILLAGE - SUNRISE

Sunlight plays across shallow pools left by the deluge. A doll floats face down. The gruesome reflection of a VULTURE plays over it. Then the chilling cries of scavenger birds pierce the silence as--

With icy calm, Jubei moves through the village, which is littered with dead. The scavengers momentarily scatter off the corpse of a dog as Jubei passes, but then quickly return to their feasting.

The grim faces of the human dead are blotched and pocked as if by plague.

A MOTHER AND CHILD lay beside the shallow pool, the child's hand reaching out as if to retrieve the doll.

Jubei kneels and gently nudges the doll, guiding it across the pool to the tiny rictus hand. Then suddenly--

A POCKED HAND REACHES IN - GRABBING JUBEI. A lesser man's heart would have stopped, but Jubei has his sword out in a flash, the blade pointed at--

AN OLD MAN, painfully close to death. He looks up at Jubei with desperation.

OLD MAN
(choked)
Get out while you can... plague...
the well... tainted...

The man's hand slips from Jubei. He's dead. A scavenger bird SCREAMS--

CONTINUED:

Jubei looks up into--

THE BLINDING SUN--

ECU - JUBEI - lowering his head, his angry eyes half shaded, then--

FLASH CUT - JUBEI'S FLASHBACK - In haunting *Anime* style we shock cut to - A blinding light gleaming off a raised sword. The blade tilts to reveal blood streaming down it - REFLECTED IN THE BLADE ARE - TWO HOODED FIGURES - mysterious, savage swordsmen, both slashing at unseen (but clearly heard) victims. As chilling screams blend with a howling wind...

RESUME SHIMODA VILLAGE SCENE

Jubei blinks back the strange images in his mind, tipping his hat to block the sun. He looks across the village and reacts with alarm to-

A LITTLE GIRL - beside the well, trying to reach the wooden bucket.

JUBEI
No.

Already running, Jubei has his sword out, ready to hurl it at the bucket. When suddenly--

A VISION - A WOMAN ON A WHITE CHARGER- silhouetted by the rising sun, gallops towards the child. KAGERO is strikingly beautiful, her dark hair flowing behind her as she scoops the surprised child up into her arms.

Jubei just stares, awed and relieved. But then--

Kagero - leans down and scoops water from the bucket into her palm.

JUBEI (CONT'D)
Don't. The well's tainted.

Kagero drinks from her palm and grimaces slightly. Jubei sprints to her.

JUBEI (CONT'D)
Didn't you hear me? The water brought this plague.

CONTINUED: (2)

KAGERO
It brought death... but not plague. The well's been poisoned. These people were murdered.

Kagero smiles lovingly at the little girl in her arms.

KAGERO (CONT'D)
But this little one's fine. Aren't you?

The child reaches out to kiss Kagero, who abruptly pulls the child away and--

Before Jubei has time to protest, the child is dropped into his arms.

JUBEI
Whoa. Wait.

Kagero is reining her horse around.

KAGERO
Try a neighboring village. Someone will take her in.

Kagero spurs her horse into a gallop, splashing through the puddles and disappearing into the forest beyond.

Jubei looks at the child, who stretches out her arms and looks longingly after the vanishing woman. Chagrined, Jubei follows the little girl's gaze.

JUBEI
Me too, kid...

DISSOLVE TO:

EXT. ROYAL GUARD COMPOUND - NIGHT

Fat coy feed on pellets sprinkled over a crystal clear pond.

LORD CHAMBERLAIN (O.S.)
Hanza, could she be right?

LORD CHAMBERLAIN, a well dressed, well groomed pig of a man brushes the remaining food into the pond. He turns to--

KAGERO
Hanza wasn't there. I was.

CONTINUED:

--HANZA, the tall, handsome leader of the Kimon Guard. Beside him is BIG NINJA, a huge, powerful warrior. Kagero stands between Hanza and Lord Chamberlain. It is clear she is straining to maintain her usual quiet dignity and grace.

KAGERO (CONT'D)
(struggling for calm)
Your eminence... I have had the honor of being your poison taster long enough to know what was in that well.

BIG NINJA
I believe her.

Hanza shoots Big Ninja a silencing glare, the huge man responds with a sheepish shrug.

LORD CHAMBERLAIN
What about our Guard? We have men posted outside Shimoda.

We can see by the way Hanza looks at Kagero that he respects this gorgeous woman, but there is even more to it.

HANZA
Kagero found their bodies.

KAGERO
(solemn)
What was left of them. We're wasting time. The Eight Devils Of Kimon just slaughtered a village we swore to protect.

BIG NINJA
(helpful)
I've heard they aren't even human.

LORD CHAMBERLAIN
(to Hanza)
Take the entire Guard. Hunt them down... If they are the ones... destroy them.

Kagero and Hanza exchange subtle, but triumphant smiles as they bow to the Chamberlain.

DISSOLVE TO:

EXT. YURIMARU'S TEMPLE - NIGHT

Kimon is a land of many faces, including the unique and ominous realms of each individual devil. This huge, opulent temple crackles inside a WEB OF ENERGY. Even the surrounding forest is misted in sparking currents.

Torches burn outside the towering temple doors. Sounds of passion and torture echo out. Suddenly a misted WIND whips the torches, nearly extinguishing them. Then the 'mist' takes the form of A HUMAN HAND, which reaches for a torch.

CUT TO:

INT. YURIMARU'S TEMPLE - NIGHT

As camera moves with the torch through a hall, the bizarre sounds grow louder and stranger until we are inside--

The Devils' harem of lavish, demented debauchery. A fire pit in the center of the cavernous temple casts its glow on shimmering forms, dangling from silken ropes attached to towering stone pillars and bestial statuary. Like a carnal carnival, the sublimely beautiful are entwined with the hideously grotesque. Frightening, freakish... yet entirely erotic.

As the hooded torchbearer moves through the temple, the fire light plays over more bizarre, twisted forms in the throws of blissful torture.

Then the torch stops and lifts to highlight three extraordinary bodies, two sensuous females and one dark muscled male, all contorted over a serpentine statue. They are tied together with wires that CRACKLE with electricity.

Still holding up the torch, Gemma throws back his hood. His expression is hard for a beat, then his charismatic smile reaches his sparkling eyes.

Just beyond the tortured trio, a tall lean figure in elegant robes holds the end of the crackling wire. His hand generates the sparking electricity. **(Although we do not see him clearly in this scene, this cultured sadist is YURIMARU.)** He remains in the shadowy HALF-LIGHT, bowing towards Gemma.

YURIMARU
Lord Gemma, we've been awaiting your arrival.

CONTINUED:

Gemma takes in the erotic circus above and below him and smiles his amused appreciation.

GEMMA
I love what you've done with the place, Yurimaru.

SAKURO - ALSO IN HALF-LIGHT - peeks out from around a huge muscular man hanging by his ankles... we can only imagine what she's been doing to her captive.

SAKURO
(breathless)
Just following your orders...

Sakuro presses a hand against the muscle-man's back, his screams echoing out as HIS FLESH SMOLDERS under her touch.

SAKURO (CONT'D)
(laughing)
To the letter.

Sakuro removes her hand and we see she has BRANDED his flesh.

YURIMARU
(playing to Gemma)
It is all for you, my lord.

The three men tied in wire scream and writhe as energy SPARKS from Yurimaru's hand into the wire.

GEMMA
(amused, charismatic)
As it should be.

Yurimaru looks, but all he sees is a swirl of dust where their mysterious leader had been.

Gemma is now several feet away admiring a female form hanging limply from a silk rope.

GEMMA (CONT'D)
But now my beloved brethren, it's time to amp it up.
(smiling)
In case you've forgotten why you worship and adore me... I have *arranged* for the imperial gold ship to be rerouted to Kimon Harbor. Now all we have to do is kill everyone standing in our way.
(MORE)

CONTINUED: (2)

GEMMA (CONT'D)
(to Yurimaru)
Starting with the Royal Guard.

YURIMARU
Their poison taster will have reported back by now.

GEMMA
Give them a clear trail to follow...
(considering, then)
I'm sure Tessai will enjoy crushing them.

The rock wall behind Gemma moves almost imperceptibly, then TWO EYES open, seemingly in the rock itself. The haunting eyes belong to TESSAI.

TESSAI
I'll be sucking their marrow by morning.

Even Gemma flinches ever so slightly at that image.

GEMMA
Good...

Suddenly, Sakuro twirls around Gemma like a child showing off for *daddy*.

SAKURO
Poison or slaughter. Who cares, just point me to the gold.

Gemma moves to stand before the fire pit. Soon each of the other devils moves around the fire, HALF-LIT in the crackling firelight.

GEMMA
Enough gold to buy a dozen armies and still live like kings...

Gemma moves to a shapely figure IN HALF-LIGHT. Gemma leans in very close and with one finger he moves back her robe, revealing--

GEMMA (CONT'D)
Or a queen.

CONTINUED: (3)

--BENISATO'S SHOULDER AND THE EDGE OF HER FACE - from what little we see, it's obvious that she is beautiful, sexy and very dangerous. Benisato's skin is as smooth and white as porcelain, except for her colorful SNAKE AND DRAGON TATOOS.

BENISATO
(the slightest hiss)
I prefer empress...

As Gemma runs his finger over her 'skin' one of the tattoo SNAKES heads blinks and its TONGUE slashes out.

GEMMA
(hushed)
Later, my pets.

Gemma turns from her and he is suddenly gone.

A few feet away, a very tall figure, in a rich monochromatic cloak, turns as Gemma appears behind him and we see UTSUTSU's ominous, glassy eyes (the color of his cloak) peering out from under his hood.

GEMMA (CONT'D)
Even Utsutsu can see the beauty in my plan. Can't you, my friend?

The blind man touches the flat of his gleaming blade against his cheek.

UTSUTSU
(refined but all male)
Their blood is as vivid in my mind's eye... as gold.

MUSHIZO - a stout powerful figure with a humpback, hobbles closer to Gemma, his face hidden by his hood. The hunchback holds a tall pole, on its end is a TRITON, its three prong blades gleam in the firelight. Mushizo strains to tilt his distorted head up towards Gemma.

MUSHIZO
When do we get it?

Gemma circles the fire, moving between them. As he passes Mushizo, a BREEZE blows over the hunchback.

GEMMA
Patience, Mushizo, savor the moment.
(touching the triton)
(MORE)

CONTINUED: (4)

GEMMA (CONT'D)
Think of all the victims you'll skewer along the way.

MUSHIZO
They won't be laughing at me then.

GEMMA
No one will ever laugh at you again.

Mushizo turns, but Gemma is gone. Now he's moving between Benisato and Yurimaru--

GEMMA (CONT'D)
When the time is right I'll share more with you.

-- brushing suggestively against Benisato and then Yurimaru.

GEMMA (CONT'D)
If I'm satisfied.

Across the fire, Sakuro watches, then she disgustedly thrusts out her hand sending BLACK POWDER into the flames, which ERUPT in a violent blast.

A BREEZE whips up the smoke and Gemma is now towering before Sakuro.

GEMMA (CONT'D)
We have a visitor. He came with the storm.

SAKURO
And do we kill him too?

Gemma's smile is beyond charismatic.

GEMMA
The sooner the better.

DISSOLVE TO:

EXT. FOREST - NIGHT

Giant towering trees are silhouetted against a brilliant full moon. With amazing stealth and grace the Kimon Guard leap from branch to branch, flying through the night.

HANZA - lands on a branch and watches in awe as--

CONTINUED:

KAGERO - lands in a sexy crouch on a nearby limb. She is truly magnificent framed against the massive moon. She looks up at Hanza, nods and smiles.

BIG NINJA - lands a few branches away, lower, looking up at Kagero with a lustful grin. He glances over to ANOTHER WARRIOR crouched next to him on the branch, his head down, his face in shadow.

BIG NINJA
(whispering)
Can you believe anything that gorgeous is so deadly? I mean she's poison.
(nudging the warrior)
Get it?

The warrior's head lulls back and we see his staring dead eyes, just before he falls off the branch.

As the ninja plummets to the forest floor, we see bodies of several more Guards strewn on the ground.

BIG NINJA (CONT'D)
How--

While Big Ninja tries to comprehend, suddenly, a gleaming WIRE drops in from above, looping over his head and quickly tightening around his neck. His eyes bulge and he gasps for breath.

PAN UP TO REVEAL - the silhouette of an elegantly ROBED FIGURE standing on a high branch, delicately holding the end of the wire between long manicured fingers. It is Yurimaru.

Remaining in silhouette, **Yurimaru becomes a human generator, HIS ENTIRE BODY CRACKLING WITH ELECTRICITY.** Then--

SPARKING currents travel down the wire and into--

Big Ninja - his body gyrates as blazing electricity courses around his neck. As Big Ninja's agonized screams echo through the forest--

Kagero and Hanza - are about to leap from their branches, when *something* very large, shiny and deadly, suddenly comes spinning, WHOOSHING towards them, SLICING through branches and tree trunks as if they were twigs.

CONTINUED: (2)

As the lethal *thing* arcs over the tree tops and returns like a boomerang, we see that it is actually a massive TWO-SIDED SWORD with a handle in the center.

Kagero narrowly eludes decapitation by flipping to another branch as the huge double blade WHOOSHES past.

The chilling cries of several less fortunate O.S. Guards echo out.

The blades whirl around towards a cluster of branches and--

A HUGE HAND - reaches out of the foliage and catches the blade handle.

HANZA
(pointing)
There.

The remaining Royal Ninja launch a BLURRING BARRAGE OF NINJA STARS.

THE DOUBLE BLADES - come whooshing out of the branches again just as--

The stars slice through the air with savage speed and pierce the tree like gleaming gunfire.

Another thunderous BARRAGE OF STARS hack away the foliage to reveal--

TESSAI - who we see clearly for the first time. He is a truly monstrous man, whose entire body is covered in **a SHELL OF SOLID ROCK.**

Tessai casually lifts his hand in anticipation as his deadly blades whoosh towards him, forcing Hanza to dive clear.

Again the sounds of O.S. Guards being hacked down echo out.

Furious, Hanza looses several stars, which whirl at the towering man-beast.

Tessai catches his blades and watches as the stars harmlessly ricochet off of his rock hard body.

Tessai looks up at the sound of an attack cry to see--

Kagero - framed inside the full moon, sailing through the air towards camera, her sword gleaming and ready.

CONTINUED: (3)

Almost effortlessly, Tessai uses his blades to shatter her sword and slam Kagero back, sending her plummeting towards the forest floor.

Kagero lands in a crouch, then she gasps and drops back just as-

ONE END OF TESSAI'S BLADES - stabs into the ground right between Kagero's open legs.

Instantly, the huge beast drops down in front of her.

Looking down at the somewhat phallic weapon between Kagero's thighs, Tessai licks his lips in lascivious anticipation. But his fantasizing is quickly halted by--

HANZA - flies though the air, his sword high over head, ready to strike.

Tessai is quick with his blades and Hanza's sword EXPLODES into slivered steel, painfully blasting Hanza to the ground.

Kagero watches in horror as Tessai grabs both Hanza's wrists, lifting him straight up into the air like a crucified rag doll.

Hanza struggles futilely as Tessai pulls his arms wider and wider apart.

HANZA (CONT'D)
(in agony)
Kagero... run... while you still can.

Kagero's cries are drowned out by the O.S. sounds of flesh tearing and bone cracking and then--

Hanza's long agonized scream echoes out across the forest.

On the edge of hysteria, Kagero takes off, racing through the forest and springing up onto the branches, leaping, flying higher and higher, from branch to branch.

We can't see poor Hanza, but Tessai casually tosses aside two dark forms. Then he coolly launches his blades, sending them WHOOSHING high through the trees.

Kagero - eyes like a hunted animal, is leaping, flying, from one tree to the next when suddenly, the branch she lands on is sliced from the trunk.

CONTINUED: (4)

Mercifully, the severed branch flies up, knocking Kagero into unconsciousness before she falls.

Tessai appears at the base of the tree and effortlessly catches her limp body over one arm while snagging his returning blades with the other.

Tessai takes in Kagero's remarkable form. On his lewd grunt, we...

DISSOLVE TO:

INT. PAGODA - NIGHT

A wooden floor, bathed in moonlight. Shadows slide over it as a door opens and--

Kagero's limp body is unceremoniously tossed to the floor, nevertheless landing in a seductive pose. Then--

Tessai's huge mass fills the doorway of a barren pagoda. As he enters we see that his rock-like protective shell is gone. He is bald and shirtless, his hulking muscles gleaming in the moonlight.

With a lecherous grunt, Tessai kneels over the still unconscious Kagero and rips open her robe. Then, lifting her limp body up to him, he leans over her (covering her from camera but it is fairly obvious he is sampling her).

Kagero wakes with a horrified cry.

Tessai slams her down and pins her neck with one huge hand, holding her legs down with the other.

TESSAI
Shut your mouth and maybe I'll let you live a little longer.

He slathers her mouth with his, then smiles viciously.

TESSAI (CONT'D)
Believe me, I'd be just as satisfied doing a dead girl.

Tessai is far too busy straddling her to notice Kagero slowly inching a dagger from under her sleeve.

KAGERO
No.

CONTINUED:

But the beast does grunt in disbelief when he hears:

JUBEI (O.C.)
You have a hearing problem?

JUBEI - is standing in the doorway.

JUBEI (CONT'D)
No means no.

Tessai swings his blades, nearly slicing Jubei's head off, but he spins clear.

CLOSE ON JUBEI - as he looks through a large pie-slit in his hat brim, curtesy of Tessai's blade.

JUBEI (CONT'D)
(pissed)
My best hat...

Tessai flexes his huge muscular back and we see the PROTECTIVE ROCK-LIKE SHELL IS BEGINNING TO FORM over his back and head.

TESSAI
I'll bury you in it.

Kagero grimaces as the rock shell continues forming over Tessai's face, which is just inches from hers.

As Tessai starts to get up, Kagero suddenly swings her dagger at him, but the blade just breaks against his rock shell.

TESSAI (CONT'D)
(to Kagero)
Hard enough for you?

Jubei stands silhouetted in the doorway, staring in fascination at Tessai, who twirls his gleaming blades in the F.G.

JUBEI
I see something soft.

Tessai automatically glances down at himself. At that moment, as his head comes up--

With lightning speed, Jubei whips up his hand and looses a needle-like projectile which--

Rockets right at camera, then--

CONTINUED: (2)

Tessai grabs his eye, thrashing and screaming in fury and agony.

Kagero instantly seizes her chance and back-flips clear of the thrashing Tessai.

Kagero races past Jubei out the door, then she glances back to see--

Jubei is standing, facing the crazed roaring rock monster, inviting him, willing him to attack.

JUBEI (CONT'D)
(to Tessai)
What are you waiting for?

ECU - JUBEI'S EYES - filled with savage rage.

JUBEI (CONT'D)
C'mon, you miserable--

Kagero grabs Jubei, then sees the fury in his eyes and steps back.

KAGERO
(off his look)
Stay if you want. I'm leaving.

Jubei hesitates, then seems to snap out of his torpor and decides to follow her.

Roaring in rage, Tessai hurls his blades after them--

EXT. PAGODA - NIGHT - CONTINUOUS

The blades are closing in on Kagero and Jubei, who at the last second dive under them--

The blades WHOOSH over, annihilating a small wall, then boomerang around, forcing our heroes to demonstrate extraordinary athletic skill, contorting their bodies in midair and spinning clear inches from death.

Tessai - staggers out of his pagoda, furiously pulling the projectile from his eye. Half blind, he catches his blade and readies to hurl it again. He freezes at the sound of a genteel voice behind him:

YURIMARU
Your orders were clear, Tessai.

CONTINUED:

YURIMARU - dressed in his elegant robes, stands beside the pagoda delicately plucking a colorful flower and sampling its fragrance. For the first time we can clearly see that Yurimaru is a beautiful young man, who moves with the confidence and grandeur of one born of nobility. In his case... a Queen.

YURIMARU (CONT'D)
Kill the Guard... not ravage them.

Tessai spins his gleaming blades and roars in rage.

TESSAI
I'm entitled to my share of the spoils.

Yurimaru twirls the fragile flower under his nose.

YURIMARU
Tell that to Lord Gemma.

With his one good eye, Tessai stares off to where Jubei disappeared.

TESSAI
How could he do it? To me?

YURIMARU
Dear Tessai... always losing the girl to a handsome face.

Tessai's rage dissolve into a piteous grunt. As they move off-

PAN UP to an overhanging limb, where **a very short, very OLD MAN stands holding a long staff. His face is hidden from us beneath a big bowl hat.**

CUT TO:

EXT. FIREFLY CREEK - NIGHT

Jubei and Kagero stop to catch their breath beside a narrow creek, lined with tall grasses and aglow with dancing fireflies. Jubei looks back the way they came, satisfied they weren't followed.

JUBEI
We keep meeting in the strangest places.

CONTINUED:

When he turns back to Kagero she's fixing her torn clothes, covering herself. She looks beautiful in the moonlight, soft and very vulnerable, but with a strong silent dignity. He just stares until she catches him at it.

KAGERO
(calm incredulity)
What were you thinking back there?

JUBEI
(suggestive)
Which part?

KAGERO
That monster wiped out our entire guard tonight... but you egged him on, like you actually wanted to fight him.

JUBEI
You're welcome.

KAGERO
Sorry... yes, of course, I'm indebted to you...

JUBEI
Jubei.

KAGERO
Kagero. So why did you risk your life for a stranger?

JUBEI
You saved the little girl.

Kagero studies him, not coldly, but not trusting this stranger.

KAGERO
Who are you?

JUBEI
I'm not too clear on that one.

Jubei flips his sleeve and holds up the rolled scroll.

JUBEI (CONT'D)
I woke up in a ditch with a sword and this.

CONTINUED: (2)

KAGERO
A scroll?

With a flip of the wrist, Jubei brings the scroll into his hand and holds it out to her.

KAGERO (CONT'D)
(reading scroll)
The answer lies in Kimon...
(handing it back)
So what's the question?

JUBEI
No idea. I just don't remember anything...

KAGERO
I wish you luck.

She starts to turn to leave, but Jubei isn't ready to let her get away. He moves into her path, just a little too close. She looks up at him, unsure.

JUBEI
What will you do... since the others are gone?

KAGERO
My task is quite clear.
(she bows to him)
I hope you find what you're after.

She turns and moves down the creek, dancing fireflies lighting her way.

Jubei watches her elegant form until it disappears into the mists. Then he hefts his sword onto his back and heads into the night.

DISSOLVE TO:

EXT. FOREST BELOW YURIMARU'S TEMPLE - NIGHT

From the center of the full moon a FALCON wings towards camera.

INT. YURIMARU'S TEMPLE - NIGHT

Moonlight spills in through the open window onto--

CONTINUED:

Yurimaru - kneeling beside a low stone table with a writing tablet and a candle. His robes, like the *man* himself, are impeccable.

The falcon flies in through the open window and lands beside Yurimaru, who takes a small scroll from the bird's ankle band and reads it.

As the bird flies off to perch, Yurimaru lifts a manicured nail and--

A THIN WIRE APPEARS - draped delicately over his finger. He places the wire on his lips and it begins to GLOW as:

YURIMARU
Lord Gemma...

CAMERA FOLLOWS - as the wire spreads down from Yurimaru's lips to the floor, his VOICE ECHOES through it as it quickly travels across the ground and--

EXT. FOREST - NIGHT - CONTINUOUS

--speeds through the moonlit forest, then up into the trees until finally the wire finds--

GEMMA - in blue/black shadow. He lifts the wire to his lips and it glows red with energy as:

GEMMA
The gory details, Yurimaru.

INTERCUT BETWEEN GEMMA AND YURIMARU

YURIMARU
Six more villages reduced to seared flesh. It was pure ecstacy.

GEMMA
You know how to please me, Yurimaru... like few can.

Yurimaru wistfully touches a finger to his lips where the wire burns hot.

GEMMA (CONT'D)
Is the poison taster still with our visitor?

YURIMARU
They've parted ways.

CONTINUED:

GEMMA
She's lucky, I've seen his eyes... He would have made Tessai seem merciful.

DISSOLVE TO:

EXT. ROYAL GUARD COMPOUND - DAWN

The soft glow of dawn through low mists do nothing to mask the horror Kagero sees as she moves through what was once her home. Structures have been blow apart and the charred remains of tortured victims hang from ruined statuary and lamp posts.

Despite the hideous carnage, Kagero remains stoic, moving purposefully across the compound to--

THE COY POND - the fish are in a feeding frenzy. As Kagero's REFLECTION appears over the pond we see the subject of their feast--

The Lord Chamberlain's bloated face stares up from beneath the water, where the fish are devouring him.

Kagero closes her eyes, but she does not permit herself to cry. When she opens her eyes, they burn with rage.

DISSOLVE TO:

EXT. A COBBLESTONE STREET - DAY

Through a portal in a high stone wall we see-

JUBEI - his newly styled hat allows us a glimpse of his face.

He is moving down a street beside the stone wall. With a puzzled frown he glances up through the slit in his hat as--

A RUNAWAY HORSE - comes charging towards him, forcing Jubei to press his back to the wall.

Weary, Jubei watches the spooked animal gallop by. Then as he's about to continue on--

WHAM - a fist comes smashing through the wall, pounding into Jubei, painfully slamming him to the ground.

Before Jubei can regain his feet there is a thunderous roar and--

CONTINUED:

THE WALL EXPLODES outward as **the rock-encrusted Tessai literally rolls through it TOWARDS CAMERA.** Tessai has his weapon tucked against his stomach, the blades protruding out either side of his waist.

Tessai rolls to his feet, his one good eye focused on Jubei.

JUBEI
How's the eye?

Jubei draws his sword, but Tessai is on him, lifting him into the air.

Tessai slams a fist into Jubei, ramming him back into a pillar and pinning him against it. The force is too much and Jubei's sword flies out of his hand.

TESSAI
She was mine.

Tessai mercilessly pounds Jubei with his rock-like fists, finally delivering a devastating blow that actually shatters the pillar behind Jubei.

Jubei slams to the cobblestones, gasping for breath.

CLOSE ON HIS WRIST - which has a THIN LINE attached. He surreptitiously begins tugging the line and we see--

JUBEI
(stalling for time)
Can't find a better way to get your rocks off?

--CLOSE ON JUBEI'S SWORD - is connected to the line and is slowly inching over the cobblestones to within reach.

TESSAI
Always funny...

ECU JUBEI'S EYES - nothing funny about the rage building.

Tessai sees the sword spring into Jubei's hand and he swings his own weapon with lethal force.

Jubei flips clear of Tessai's whirling thrust, then he whirls at Tessai, holding his sword with both hands and hacking at his stone enemy with savage, maniacal fury. Tessai tries to block the flurry of blows, but he's too slow and is driven back.

CONTINUED: (2)

Breathing hard, Jubei finally relents, believing he has done the job, but then he stares in amazement at--

Tessai stands totally unharmed and frighteningly arrogant.

TESSAI (CONT'D)
Your little sword is useless against me.

Tessai hurls his weapon, forcing Jubei to dive clear as it WHOOSHES down the street, slicing pillars to rubble before beginning its boomerang return.

CLOSE ON TESSAI - as he catches the blades, smiling. Then suddenly, he gasps in pain and HIS FACE BEGINS CRACKING apart.

JUBEI
Apparently, it's really not the size that counts.

Tessai roars in agony as his rock shell shatters around him taking chunks of his under-skin with it.

With blind fury, Tessai hurls his weapon towards Jubei, who easily sidesteps it.

THE WEAPON - boomerangs around until it is WHOOSHING straight at its flailing master.

ON JUBEI - flinching as we hear the blade impact.

Tessai collapses forward, seemingly dead.

Jubei starts to stagger from him, when suddenly Tessai lunges out and grabs--

Jubei's head in his huge hand, driving Jubei to the ground with brutal force.

CLOSE - as Tessai's hand presses Jubei's face, literally molding over it.

Jubei struggles to break free, then the monster finally weakens, enabling Jubei to roll clear, gasping for air.

Tessai thrashes and writhes, then CRUMBLES APART. He is finally and truly dead.

Jubei is hunched over, heaving in huge breaths when he hears an incongruous chuckling and HANDS CLAPPING and turns to see--

CONTINUED: (3)

DAKUAN - the strange little old man with the big bowl hat, standing on the top of a pillar, leaning on his walking staff, applauding.

JUBEI (CONT'D)
Show's over.

Jubei is still doubled over in pain, leaning on his sword for support.

DAKUAN
It has only just begun.

That said, the little man loses his footing and falls off the pillar, squealing as he plummets to the cobblestones. Jubei starts to limp away.

DAKUAN (CONT'D)
Congratulations, you just killed one of the Eight Devils Of Kimon.

This news stops Jubei cold.

JUBEI
Eight? Of him?

Jubei turns back to where Dakuan should be, but the old man is once again up on the pedestal looking down.

DAKUAN
(amused)
Only seven now for us to defeat. Join me and the rewards will be many.

Jubei starts limping off again.

JUBEI
Not interested. I have my own problems...

Jubei glances back, but Dakuan is gone.

JUBEI (CONT'D)
(finishing to himself)
...to solve...

DISSOLVE TO:

INT. ANCIENT TEMPLE - NIGHT

The falcon stares down from his window perch at--

Yurimaru, kneeling at his table, delicately penning a message on a small scroll when--

Two beautiful female hands come seductively up and over his shoulders from behind. They belong to--

SAKURO, tough, sexy and highly explosive. Literally.

YURIMARU
Sakuro... where's Tessai?

When Sakuro turns her lovely face to look alluringly at Yurimaru, we see one side has a fierce **SCAR, the shape of a lightning bolt, the length of her cheek.**

SAKURO
Killing? Pillaging? Out having big boy fun. Benisato's gone too.
(wrapping herself around him)
It's just you and me, Yurimaru.

Yurimaru SLAPS her with brute force. She cries out as she's knocked to her knees.

The falcon screeches and flaps nervously.

YURIMARU
Not interested.

She gets to her feet, wiping her mouth and glaring at him.

SAKURO
Oh, so now that you're back in Gemma's favor you forget your old friends.

Yurimaru tries to look impassive, but his eyes belie his indifference.

SAKURO (CONT'D)
I guess you don't mind sharing your lord and master with Benisato and who knows what else...
(off his minute flinch)
Oh, I'm sorry, I thought you knew.

CONTINUED:

Laughing victoriously, Sakuro exits.

DISSOLVE TO:

EXT. COBBLESTONE STREET - NIGHT

One gleaming end of Tessai's sword still juts from the earth like a tombstone above his crumbled remains.

BENISATO, the unbelievably sexy, sensuous, beautiful Devil, moves to stand over Tessai's body.

Benisato turns over Tessai's hand to reveal a perfect mask of-

JUBEI'S FACE - staring up at her.

Suddenly, a SWORD stabs between Jubei's eyes. Benisato takes it in stride.

BENISATO
How could this happen?

Gemma holds the hilt of the sword.

GEMMA
Poor Tessai, pleasures of the flesh were always his weakness.

He reaches out to stroke her cheek and a gentle BREEZE from his hand blows her hair off her neck.

GEMMA (CONT'D)
You'll feel better... once you avenge his death.

Benisato smiles and leans into him.

BENISATO
And we split his share of the gold?

GEMMA
That's my girl.

Benisato moves off, Gemma enjoying her incredible form.

GEMMA (CONT'D)
Be sure to cut off his sword hand for me.

DISSOLVE TO:

EXT. HOT SPRINGS - NIGHT

Within the steamy waters of a boulder-enclosed hot spring, camera finds Jubei, naked less a rolled loincloth, standing thigh-deep in the pool. Despite his battle-worn posture, the man is magnificent. He bends to cup water into his mouth.

CLOSER - as he rinses his mouth and, groaning, removes a tooth, lost to Tessai's fist.

As Jubei lowers himself into the steaming pool, he reacts to a light splash O.S.

BENISATO - is posed like a seductive statue; her pedestal, a mist-shrouded boulder. **She is naked, but for the colorful SNAKES AND DRAGONS TATTOOED all over her alabaster body.**

BENISATO
Hot enough for you?

Jubei takes her in with a look of pleased wonder.

JUBEI
Getting there...

BENISATO
Why not let Benisato take you all the way?

JUBEI
Why not?

Benisato slides off the boulder with reptilian grace. As she enters the water--

THE SNAKE AND DRAGON TATTOOS BEGIN COMING TO LIFE, slithering and HISSING as they wind around her body, sliding into the water.

JUBEI (CONT'D)
Let me guess... one of the Eight Devils...

Jubei can't help but notice that each time one of the reptiles leaves her body, Benisato is just a little more naked.

BENISATO
The prettiest... Wouldn't you agree?

CONTINUED:

Jubei brings up his sword, slicing off the snake's head.

JUBEI
Looking better all the time.

ON BENISATO - as dozens more venomous snakes slither from her towards Jubei. **Benisato is nearly naked now.**

BENISATO
Crave the naked truth, do we?

Jubei slashes a dragon head off while glancing towards the amazingly beautiful Benisato, but before he can reply--

A COBRA - just behind Jubei is about to strike when--

A NINJA STAR WHOOSHES IN, piercing Jubei's shoulder and causing him to lurch so the snake just misses him.

JUBEI'S SWORD - comes up and slices off its hissing head.

Both Benisato and Jubei are momentarily distracted as--

DAKUAN
Rats!

--DAKUAN - the strange little monk in the bowl hat, falls from a high boulder and rolls towards them.

DAKUAN (CONT'D)
Missed her.

Jubei continues charging Benisato, who continues sending snakes slithering towards him. Jubei slashes them to ribbons, then--

Jubei grabs Benisato and she lets out a piercing, hissing scream as--

BENISATO'S BODY BEGINS TO SHRIVEL and deflate like a snakeskin balloon.

Jubei reacts with stunned revulsion as **he finds himself holding the empty, shriveled SKIN of the woman.**

JUBEI
What the hell...?

He tosses it away and watches it decompose even more.

CONTINUED: (2)

Dakuan is on a boulder above him, leaning on his walking staff.

DAKUAN
Slippery little devil.

Jubei yanks out the star still protruding from his shoulder.

JUBEI
(re: star)
Yours?

Jubei whirls the lethal star at the old man, who catches it dangerously close to his throat with a defiant grin.

DAKUAN
Meant to kill her of course.

Jubei lowers back into the steamy water. Then he suddenly grimaces in pain and turns to retch. Dakuan looks surprisingly amused.

DAKUAN (CONT'D)
But don't worry, I'm sure I can find the antidote...

Jubei is rinsing his mouth when comprehension hits. He spits.

DAKUAN (CONT'D)
For the poison I put on the points.

Like lightning, Jubei is out of the water and yanking the little man up by the neck.

JUBEI
You poisoned me?

DAKUAN
(choked)
No. Yes. Missed.

Disgusted, Jubei tosses the squealing Dakuan head over heals into the pool.

DAKUAN (CONT'D)
But I promise I will find the cure... while you are helping me defeat these devils.

JUBEI
It's not my fight.

CONTINUED: (3)

KAGERO (O.C.)
No, it's mine.

Kagero moves into scene with disconcerting calm. Jubei looks surprised to see her, but not Dakuan.

DAKUAN
And mine.
(bowing to Kagero)
I am Dakuan, humble emissary of the royal palace.
(including Jubei)
Your mission is clear. You must reach Kimon Harbor before the Devils and keep them from claiming the imperial gold.

KAGERO
But the only way to do that--

DAKUAN
Is to travel straight into the belly of the beast.
(to Jubei)
Each of these Devils has their own *unique* domain. Normally, no one in their right mind ventures beyond the surrounding villages into the devils' territories. But you must. It is the quickest route.

JUBEI
There has to be a better way. Yours might get us killed.

DAKUAN
Might? Almost certainly. But there is no other alternative.

JUBEI
(to Dakuan)
Tell me again why you think I'm going?

DAKUAN
To keep many thousands from dying.

KAGERO
We have to stop them. They've already wiped out one village.

CONTINUED: (4)

DAKUAN
Several more have been destroyed since Shimoda. No doubt all will perish unless you can penetrate their defenses and hunt down these butchers.

KAGERO
I'm willing to risk it.

Kagero looks pointedly at Jubei, who after the briefest hesitation:

JUBEI
Let's go.

Dakuan uses his staff to vault off.

DAKUAN
(calling back)
Head West. I will join you again soon.

Through the mists they hear a squeal, then an O.S. splash.

JUBEI
You know we don't stand a chance.

KAGERO
It's my duty.

JUBEI
To get yourself killed?

KAGERO
If that's what it takes. I'm not searching for answers, I know what I have to do.

JUBEI
Revenge?

KAGERO
Justice.

DISSOLVE TO:

INT. YURIMARU'S TEMPLE - NIGHT

Yurimaru is kneeling before his stone table, in his usual elegant, icy composure. Benisato is across the room.

(CONTINUED)

CONTINUED:

YURIMARU
Why didn't you kill him, Benisato?

BENISATO
Someone interfered.

YURIMARU
Unacceptable.

BENISATO
Too bad. I only take orders from one man... and believe me, you're not even close.

A jolt of ELECTRICITY suddenly strikes Benisato to her knees.

As she writhes on the floor, energy coursing through her entire body, we see **a wire connected to her wrist--**

Yurimaru has the other end of the wire draped delicately over one finger and he is coolly blasting her.

THE SNAKE AND DRAGON TATTOOS - covering her body start to come to life, tongues lashing and hissing.

YURIMARU
Make certain you finish him next time.

The power surge stops and a furious Benisato staggers to her feet, glaring at him. The wire around her wrist retracts back to Yurimaru.

BENISATO
I'll be thinking of little else tonight.
(starting out, then turning)
Well, that is until Gemma comes for his reptilian rapture. What about you, Yurimaru? What thoughts fill your lonely nights?

The hatred in Yurimaru's eyes is electric.

DISSOLVE TO:

EXT. RIVER - NIGHT

Willows weep over a moon bathed river. Like each new region of Kimon, this one has its own ominous blend of unearthly colors and twisted forms. A small wooden boat glides into scene. As the boat floats past trees along the bank, the branches seem to bend and move like the Medusa's *hair.*

KAGERO
You really remember nothing of your life before the ditch?

Jubei uses a pole to guide the boat. Kagero's eyes scan the bank. Jubei's eyes scan her.

JUBEI
One thing...

Jubei shuts his eyes, his expression stone.

JUBEI (CONT'D)
Slaughter...

FLASH CUT - JUBEI'S FLASHBACK - surrealistic mists - terrified screaming over - THE TWO HOODED FIGURES - their swords slashing wildly, violently at unseen victims. Within the pleading screams we hear the howl of the wind.

RESUME SCENE IN BOAT - As he blinks away the flashback, Jubei's face is a mask of rage. Kagero is watching him warily now.

JUBEI (CONT'D)
Tell me about these so called devils.

Jubei wipes the sweat from his face and shakes off the haunting images.

JUBEI (CONT'D)
Where do they get their powers?

As they float past, we see that the water is 'alive' with reptiles.

KAGERO
(enigmatic)
This is Kimon... Many here have unusual *gifts.*

CONTINUED:

JUBEI
Like you?

KAGERO
(uneasy)
You don't know anything about me.

JUBEI
I know you drank poison from a well that killed an entire village.

KAGERO
And you think that's a gift?

JUBEI
You tell me.

Kagero gestures around them at the reptile infested landscape.

KAGERO
We're in dangerous territory now.

JUBEI
Clearly.

KAGERO
Let's focus on what's really important.

His eyes are on her.

JUBEI
Maybe I am.

DISSOLVE TO:

EXT. KIMON FOREST - BENISATO'S REALM - NIGHT

A spiderweb shimmers between the high branches of two trees. SHIFT FOCUS beyond the freakish dragon-like SPIDER, to reveal-

Kagero and Jubei walking below on a narrow path beside a steep embankment. The deeper they travel into Kimon the more bizarre the world around them becomes. Everywhere they turn, something seems to be slithering or oozing. Even the sky is streaked with unearthly hues.

CONTINUED:

JUBEI
(looking around)
Is the whole place this...
inviting?

Kagero is focused on staying alive.

KAGERO
Each realm reflects the *taste* of
the devil controlling it.

Suddenly, there's a rustling behind them and they both spin around in perfect unison into defensive postures, weapons drawn towards--

A HUGE BUCK, a massive rack of antlers gleaming in the moonlight.

JUBEI
Little nervous?

Suddenly, Kagero whirls around, slamming Jubei with a powerful kick that sends him sailing back. While he shouts in protest, Kagero leaps at him, propelling them both down the embankment, just as--

We see a lightning-shaped SCAR on the buck's side (like Sakuro's scar) ignite in flames then--

The buck EXPLODES with such force, trees and half the path are blasted away.

AT THE BOTTOM OF THE EMBANKMENT - debris rains down on Kagero and Jubei, who are entangled in a rather intimate heap.

KAGERO
Are you starting to understand?

JUBEI
Sure. They're trying to kill us.
Big surprise.

Jubei looks almost tempted to kiss her, so Kagero quickly rolls back and up.

KAGERO
(a little flustered)
Are you crazy?

Jubei gets up, brushing off the dust.

CONTINUED: (2)

JUBEI
The scroll didn't say.

KAGERO
Stay here. I'm going to scout around.

She starts off, he stares at her incredulously.

JUBEI
I'm not exactly helpless.

KAGERO
Which is the only thing we really know about you.

JUBEI
(realizing)
You don't trust me.

KAGERO
Do you?

Jubei starts to answer, then he seems to realize that she's right. With a hint of a smile, Kagero strides off, disappearing into the mists.

JUBEI
(to himself)
Hell no...

Jubei stands there for a moment, then anger spurs him after her.

CUT TO:

EXT. SNAKE TEMPLE - NIGHT

Chanting echoes from a modest hilltop temple shrouded in mist. Jubei enters F.G., still looking for Kagero.

CUT TO:

INT. SNAKE TEMPLE - CONTINUOUS

An OLD WOMAN is kneeling before an alter surrounded by candles. She is alone in the temple, chanting. She stops, sensing another presence behind her.

CONTINUED:

OLD WOMAN
(not looking up)
You have chosen your path unwisely.

Jubei stands by the door.

JUBEI
Can't argue that.

OLD WOMAN
Many enter, but no one leaves my temple.

Jubei is suddenly behind her, his sword threateningly close.

JUBEI
Where is she?

He grabs the old woman with his free hand, but she has SHRED HER SKIN, leaving him holding a grotesque, wrinkled hide.

JUBEI (CONT'D)
Benisato...

A terrifying HISSING makes Jubei looks up to see--

THE TEMPLE CEILING is alive with a thousand slithering SNAKES. The slithering mass moves to form a huge TERRIFYING DRAGON HEAD - which breathes FIRE filled with snakes.

Like a flood, the snakes rain down on Jubei, who frantically slashes, hacking hissing heads off by the dozen, but there are just too, too many.

In seconds Jubei is literally buried in snakes, some cobras, others like strange dragons. They continue raining over Jubei until he is nearly drowning in a sea of hissing reptiles.

BENISATO (O.C.)
Pure blisssss.

BENISATO - looms above him, standing atop the alter, slowly stroking the head of a snake coiled around her.

BENISATO (CONT'D)
The feel of their sleek bodies sliding over yours, awakening each and every nerve.

Jubei is eye to eye with a monstrous cobra.

CONTINUED: (2)

BENISATO (CONT'D)
We weren't finished, Jubei...

The cobra's tongue lashes out, taunting his prey.

BENISATO (CONT'D)
Did you miss me?

More snakes slither over Jubei.

JUBEI
Nothing like shriveled skin to turn a guy on.

THE COBRA'S OPEN JAW - is inches from Jubei's face. The fangs are massive and drip venom.

Benisato has no time to doubt, Kagero is behind her holding a gleaming dagger to her throat.

KAGERO
You must be feeling a little naked without your friends. Call them back.

Benisato hesitates and more snakes slither over Jubei, making him struggle just to breathe.

JUBEI
Now would be good...

A snake slithers up from between Benisato's legs and over onto Kagero's thigh.

KAGERO
All of them.

CLOSE - as the snake digs its fangs into Kagero's inner thigh.

Kagero cries out, but she doesn't let her dagger falter. She presses it tight against Benisato's throat.

KAGERO (CONT'D)
Do it.

More snakes wrap around Kagero, their fangs piercing her flesh. Kagero grimaces and cries, but holds fast to the dagger.

CONTINUED: (3)

BENISATO
(smiling sadistically)
You've invited an agonizing end.

As more snakes attack Kagero, Jubei reacts with concern, but there isn't a damn thing he can do buried in snakes.

THE SNAKES that bit Kagero begin thrashing wildly, then their eyes begin BLEEDING. Ooze pours from their fangs and they lash out like rabid beasts.

BENISATO (CONT'D)
What's happening?

Suddenly, the same snakes begin striking Benisato, then more and more snakes turn on her, sinking their fangs into her. Others slither up her body and around her neck, constricting her.

Kagero steps back as more and more snakes slither over Benisato, biting and strangling her.

Several more snakes die while they are biting Benisato, shriveling into cracking skins. Between screams of agony, she glares at Kagero.

BENISATO (CONT'D)
You did this. You poisoned them against me.

The snakes begin slithering off of Jubei all moving towards Benisato.

Jubei slashes snakes to ribbons as he moves towards Kagero, who turns to him.

KAGERO
(to Jubei)
I told you to wait.

Jubei's eyes look past her--

JUBEI
And you thought I would?

--BENISATO - covered in snakes - is about to stab a dagger into Kagero's back.

JUBEI - his hand goes to his belt and come up with lightning speed, launching--

CONTINUED: (4)

A SMALL Y SHAPED WEAPON - before Benisato can bring down her arm--

THE WEAPON pierces through layers of snakes wrapped around Benisato. The dagger drops harmlessly from her hand.

JUBEI (CONT'D)
A guy you don't trust?

Kagero's eyes are wide with relief.

KAGERO
Good point.

SNAKES begin slithering out of Benisato's mouth and eyes as the she-devil wails.

Snakes pour out of every crack and crevice in the temple.

They race for the door, slashing snakes in their path.

CUT TO:

EXT. SNAKE TEMPLE - NIGHT - CONTINUOUS

Jubei is still hacking at snakes as they charge out of the temple.

When Kagero stops to catch her breath, Jubei drops down beside her and leans his mouth towards her inner thigh.

WHAM-- she rams her knee up into his face, sending Jubei tumbling back on his ass.

JUBEI
What the hell? I was going to suck the poison out.

Kagero looks surprised and a little embarrassed.

KAGERO
Oh. Sorry. I thought you were doing something else.

JUBEI
(incredulous)
Now?

KAGERO
It did seem odd.

CONTINUED:

JUBEI
Anyway, we'd better get the venom out.

KAGERO
It's alright. I'm immune to all poisons.

Suddenly Jubei grimaces in pain, clutching his stomach.

JUBEI
Must be nice.

Dakuan suddenly falls from the temple entrance arch, squealing as he thuds down in front of them.

JUBEI (CONT'D)
How's that antidote coming?

DAKUAN
(twinkling aside to Jubei)
Relax, the devils will probably kill you long before the poison.
(to Kagero)
I bring distressing news... several more villages have already been destroyed.

KAGERO
(painfully calm)
I can't believe it... Hanza... so many dead... just for a few pieces of gold?

DAKUAN
Enough to finance a revolution and takeover the entire empire, of which Kimon is just a very, very small part.
(encouraging)
On the bright side, you have taken out two of theirs.

As if making sure her emotions don't escape, Kagero starts off.

KAGERO
Not enough... not nearly enough...

CONTINUED: (2)

Jubei and the old man watch her disappear into the trees. Dakuan pushes up his hat to see her better, smiling with a glint of lecherously.

DAKUAN
Such an attractive, skillful young woman.

JUBEI
I've noticed.

DAKUAN
Just wondering if you fully grasp the extent of her talent.

JUBEI
I'm working on it.

DAKUAN
Imagine being able to bring down a beast as large and powerful as Tessai without so much as a single blow.

JUBEI
I killed Tessai.

DAKUAN
You finished him... after Kagero's poison weakened him for you.

JUBEI
(incredulous)
She poisoned him while he was...?

DAKUAN
Hmm. In fact, anyone who makes love to her... dies. Some might call it a pity. Such a splendid flower cursed with such deadly thorns. Me, I see her as perfection in this amoral world.

Dakuan vaults off, leaving Jubei trying to make sense of it all. It cannot be done.

DISSOLVE TO:

EXT. SNAKE TEMPLE - NIGHT

Only Benisato's limp hand can be seen under the slithering mound of snakes. Suddenly a breeze begins whipping up around them, building into a swirling GUST that lifts the snakes into a whirling vortex. Then--

Gemma steps into frame, trusting out his arm and creating a powerful WIND that blasts the hissing snakes off into the night.

Gemma kneels beside Benisato's body, pressing a hand to her cheek.

GEMMA
You were so good, Benisato... but apparently not good enough to handle our visitor.

Gemma doesn't turn.

YURIMARU
The woman returned to him.

GEMMA
(musing)
The poison taster and the poison soul.
(getting up)
The villagers' screams will draw them out.

YURIMARU
I'll take care of it, my lord.

Sakuro rides into scene leading Gemma's horse.

SAKURO
Sakuro's got it covered.

Gemma swings up onto his horse, smiling at Yurimaru.

GEMMA
(to Yurimaru)
Put my beautiful Benisato in the snake pit. Let them enjoy her one last time...for me.

YURIMARU
Anything to bring you solace.
(pointedly)
(MORE)

CONTINUED:

YURIMARU (CONT'D)
Anything, my lord. We all share your pain.

Gemma gallops off. Sakuro hesitates, tauntingly smirking at Yurimaru.

SAKURO
Sure we do. You must be so broken up.

Laughing wildly, Sakuro charges off after Gemma, leaving Yurimaru to seethe.

DISSOLVE TO:

EXT. MUSHIZO'S REALM - VILLAGE - DAWN

This new region of Kimon is as misshapen and grotesque as the hunchback who rules over it. A small impoverished village sits below a hill shadowed by gnarled trees. A dark mist hangs over the huts, the portend of doom.

Gemma, Sakuro, Mushizo and Utsutsu appear out of the mists, charging their horses into a sleeping village.

Gemma and Sakuro pull their horses up side by side.

GEMMA
Make me proud.

SAKURO
Screw that. I'm going to rock your world.

Sakuro throws back her hood and lets go of the reins, spreading her arms like a child on a wild ride.

SAKURO (CONT'D)
Rise and shine sleepy heads...

Sakuro springs up onto the back of the horse, then she vaults into the air, flying and flipping over the village.

SAKURO (CONT'D)
Sakuro's blowing up your beds.

FROM HER FINGERTIPS - BLACK POWDER flows out, swirling over the huts.

Sakuro twists through the air like a tornado, surrounded by black swirling powder.

CONTINUED:

As she lands back on her horse, behind her--

ALL THE HUTS ARE BLOWN apart in rapid succession.

The four riders continue to the edge of the village to enjoy the horrified screams echoing out behind them.

Smoke billows and flames lick the dawn sky.

SAKURO (CONT'D)
(to Gemma)
You like?

GEMMA
Watch the master.

Gemma thrusts out his hand and sends a--

WHIRLWIND spinning through the burning village, completely leveling it.

SAKURO
(impressed)
You can blow like the wind.

As Gemma starts to ride off, Sakuro charges next to him and effortlessly transfers onto his horse, facing him, her legs straddling his.

SAKURO (CONT'D)
Now do me.

She ravages his mouth with hers and, we...

DISSOLVE TO:

EXT. MUSHIZO'S VILLAGE - DAY

Scavenger birds pick the scorched carcass of an ox still hitched to a smoldering wagon.

KAGERO (O.C.)
There were no guards here...

Kagero and Jubei stand at the edge of the village, staring at the carnage. Kagero's outrage and pain are palpable.

KAGERO (CONT'D)
Just peaceful farmers. This is what they do without an army? I can't even imagine what will happen if...

CONTINUED:

Jubei suddenly grimaces, doubling over in pain.

KAGERO (CONT'D)
Jubei...?

Jubei doesn't hear her, his mind fills with ECHOING SCREAMS--

FLASH CUT - JUBEI'S FLASHBACK - Horses' hooves thundering over spraying gravel. A SWORD'S POV - slashing at unseen swordsmen attacking from all sides. STEEL CLASHING against steel. EXTREME CLOSE UPS - FACES OF VICTIMS YOUNG AND OLD, MALE AND FEMALE - just before the blade reaches them. Agonized screams echoing in a howling wind.

RESUME SCENE -

Jubei suddenly crumbles to his knees, clutching his stomach.

KAGERO (CONT'D)
Jubei.

Kagero starts towards him, Jubei waves her off.

JUBEI
Just give me a minute.

As Jubei moves away, he looks up and reacts with disgust--

JUBEI (CONT'D)
In case you haven't noticed... this is getting serious.

--Dakuan is standing in a gnarled tree looking the part of the mysterious monk.

DAKUAN
Yes, well things are difficult all--

Jubei is so pissed, he whips out his sword and hacks through the branch under Dakuan, sending the monk squealing down hard.

JUBEI
Just get it.

Jubei continues past.

DAKUAN
Trying.

CONTINUED: (2)

Dakuan starts to get up, but finds a foot pressed to his chest, pushing him back.

KAGERO
Tell me what poison you used.

Dakuan glances towards Jubei, who continues walking away from them, heading up the hill at the edge of the village.

DAKUAN
Risky. Cured he may abandon his quest and flee this forsaken land. Wish I could.

KAGERO
You're wrong about him.

Kagero watches Jubei disappear over the hill out of sight.

DAKUAN
So your trust in him is absolute?
(off her silence)
Exactly. While he needs the antidote, he is on our side.

CUT TO:

EXT. WATER MILL - OTHER SIDE OF HILL - DAY

Jubei is rinsing his face in a creek that flows under an ancient water mill. **The mill bridge and the surrounding trees are completely overgrown with dense flowering vines.** In a normal world this might be a beautiful setting, but in Mushizo's macabre realm even the vegetation has its own otherworldly shapes and shades. Grinding sounds echo from the mill, combined with a low ominous buzzing.

As the buzzing intensifies, so does Jubei's sense of forboding.

The mill itself seems to be vibrating, then it seems to shimmer, and then we realize what is happening--

The mill is covered with buzzing wasps. As if of one mind, they lift off and swarm together, the buzzing becoming a deafening roar and we realize **the mill building was actually an illusion made of WASPS!** As they swarm up, where the mill building once stood is--

MUSHIZO
They will never let you hurt me.

CONTINUED:

--MUSHIZO, the hunchbacked devil, holding his gleaming three-prong triton.

Jubei pulls his sword and stares in amazement as the SWARM FORMS A TRANSLUCENT barrier, a protective cage around Mushizo.

MUSHIZO (CONT'D)
But a rogue like you can't understand such loyalty to one master.

Part of the SWARM breaks off from around Mushizo and **FORMS INTO A MONSTROUS BIRD OF PREY**, as massive and fierce as a dragon.

MUSHIZO (CONT'D)
Kill him, my pets.

Jubei dives, rolls and comes up slashing as the beast swoops at him, talons open.

As Jubei's blade slices into the creature, it splits apart, FORMING INTO TWO VICIOUS WINGED BEASTS.

MUSHIZO (CONT'D)
They live only to please Mushizo.

While Jubei windmills and flips to avoid one, the other tears at him with its killer beak.

Jubei moves with unreal speed and grace, leaping, flipping and whipping himself through the air, slicing at the attacking beasts.

CLOSE - JUBEI'S SWORD - cutting through the wing of a beast, only to have--

A DOZEN SMALLER WINGED CREATURES FORM - all attacking Jubei, who slashes through them one after another as he leaps and flips over them.

Mushizo remains inside his protective wasp-shield, looking pleased.

MUSHIZO (CONT'D)
You aren't laughing at me now?

CONTINUED: (2)

The creatures come together FORMING ONE monster bird again, diving at Jubei, who flips up onto the bridge, then rolls under the attack, bringing his sword up and slicing into the beast's throat.

The creature responds with a piercing screech as a swarm of wasps flood out of the long slit.

Cursing, Jubei whirls around, slashing at the attacking wasps. He reacts with heightened concern to:

KAGERO (O.C.)
(shouting)
Jubei.

Kagero is up on the hill overlooking the scene. Dakuan casually comes up behind her and reacts with wide-eyed terror.

Jubei is too busy to respond, the massive creature is swooping at him again. He whirls around, narrowly flipping clear of the deadly talons.

Still on the hill, Kagero looks around anxiously, trying to think of what to do. Dakuan's bowl hat is on the ground next to her, the little man is hiding under it.

KAGERO (CONT'D)
(kicking Dakuan's hat)
Do something.

As Kagero starts racing down the hill, Dakuan vaults off, away from the danger.

DAKUAN
Remember... More flies with honey.

Kagero registers Dakuan's words with a 'what the hell' flinch as she continues racing towards the danger.

Jubei is desperately trying to catapult himself clear of the relentless 'bird' when--

The 'beak' breaks free, leaving a grotesque hole in the creatures face. The 'beak' flies apart into loose swarms, which attack Jubei.

Cursing the stings, Jubei hits the ground, rolling and twisting, crushing any wasps that land on him. Then he hears:

CONTINUED: (3)

KAGERO
Get him.

Kagero is a vision, racing onto the bridge, ripping off her clothes.

Jubei is momentarily stunned by the sight of her, but then turns towards Mushizo as--

KAGERO (CONT'D)
Now.

--ALL THE WASPS are drawn from the hunchback to Kagero, who is ripping flowers off the bridge rail and rubbing them on her naked body.

JUBEI
Kagero no.

Mushizo realizes his protective shield is leaving him.

MUSHIZO
Wait. Come back.

DRAMATIC ON KAGERO - as she is quickly covered in a shimmering suit of buzzing insects. Kagero can't stifle her cries of pain as she endures thousands of excruciating stings.

Mushizo really panics as **the wasps on Kagero begin dropping dead by the hundreds.**

MUSHIZO (CONT'D)
What are you doing? Stop.

Kagero's face is completely covered in insects so she can't see Mushizo charging at her like a mad bull, his triton positioned to skewer her.

MUSHIZO (CONT'D)
You're killing them.

Jubei springs like a lion, flipping, twisting through the air towards Mushizo. Just before Mushizo reaches Kagero, Jubei sails in, grabbing hold of the triton and pulling, flipping them both away from her.

Jubei and Mushizo continue wrestling for control. Flipping Jubei, Mushizo demonstrates his bestial strength by pinning him under with the pole of his triton.

CONTINUED: (4)

Jubei's own rage kicks in giving him the extra push he needs to brings his legs up and flip the hunchback.

While Kagero remains encased in her cocoon of stinging insects--

Mushizo is desperate to reach Kagero. Jubei battles with every ounce of his strength to keep that from happening. Their blades repeatedly clash, sending a blinding spray of metallic sparks up around them.

Mushizo lands a brutal blow, then vaults towards Kagero.

Jubei launches himself into the air and flips over Mushizo--

--Airborne and upside-down, Jubei slashes Mushizo's hump open with his sword.

Mushizo stumbles back, startled and shocked.

Jubei lands on the bridge between Mushizo and Kagero. Mushizo looks back over his shoulder in horror.

MUSHIZO (CONT'D)
(dazed)
You... you ruined everything...

--HIS HUMP - as his slashed shirt falls away to reveal **the hump is actually THE WASP'S HIVE!**

Mushizo opens his mouth and more wasps stream out.

MUSHIZO (CONT'D)
They won't need me anymore...

Mushizo staggers back and falls over the rail into the water.

ANGLE UNDER WATER ON HUMP - more wasps pour out and we realize **his entire body is a hive, filled with wasps...** all drowning with their master.

Jubei turns his attention to Kagero, who collapses as the last of the wasps drop off of her.

Jubei glances back to be sure Mushizo is really finished. He looks down at the grotesque, contorted visage beneath the water.

CLOSE MUSHIZO - he gulps his last agonizing breath of water, and bubbles escape, filling frame.

CONTINUED: (5)

Jubei wraps Kagero's ninja robe around her. She looks up, her face a mask of painful red welts.

KAGERO
(weak)
I'm okay...

He gently scoops her up into his arms.

JUBEI
Sure you are.

She starts to protest, but then she's so weak her eyes close and she melts into him.

CUT TO:

EXT. KIMON - NEW REALM - DESERT RUINS - DAY - A LITTLE LATER

They are in the ruins of a sand-formed desert palace. Kagero is asleep. Jubei is applying a cool towel to her face, which has miraculously returned to normal. She suddenly wakes with a start, then calms when she sees him.

JUBEI
Just relax.

KAGERO
(weak)
We should keep moving.

Kagero tries to get up, but wavers. Jubei steadies her.

JUBEI
You need rest.

KAGERO
Maybe just a minute longer.

JUBEI
It's a miracle you survived that many stings.
(realizing)
You weren't sure you could.

KAGERO
I did what was needed.

Jubei can't hide his anger and moves away from her.

CONTINUED:

JUBEI
Life doesn't mean much to you, does it?

KAGERO
How can you say that? Why else would I be trying to stop these devils?

JUBEI
Your life, Kagero.

KAGERO
(defensive)
I'm not afraid of dying.

JUBEI
No. You're afraid of living. Why?

KAGERO
(so hard for her to admit)
Haven't you noticed anyone who gets too close to me dies?

The pain in her eyes is so intense, Jubei gently pulls her towards him and leans to kiss her.

JUBEI
They were trying to kill you. I'm not.

She jerks away from him.

KAGERO
It makes no difference. I'm poison, Jubei. Stay away from me... please.

Kagero moves off. Jubei watches her, his frustration is palpable.

DISSOLVE TO:

EXT. BRIDGE OVER WATER MILL - DAY

Mushizo's body floats hump/hive up in a tangle of reeds. A few wasps still buzz around him.

A BOOT - pushes the body over. More wasps bubble out of Mushizo's open mouth. When the rippling water stills, we see GEMMA'S FACE REFLECTED.

CONTINUED:

Suddenly Mushizo's hand comes up, desperately reaching for Gemma.

GEMMA
What have they done to my precious Mushizo?

Gemma leans towards Mushizo, whose eyes look up with the gratitude of a puppy.

GEMMA (CONT'D)
I hope they didn't laugh at you.

Gemma starts to laugh and Mushizo's eyes widen in terror as--

GEMMA (CONT'D)
(laughing)

--Gemma's sword pierces the water, stabbing through Mushizo's throat.

GEMMA (CONT'D)
Like me.

DISSOLVE TO:

EXT. KIMON - DEVILS' PASSAGE - DAY

Two dark towering statues, they reach up into the clouds to form a gateway into another bizarre realm.

As we pan up we realize they are ancient relics of some long forgotten man-beast gods.

In the concave eye of one of the statues, we find--

Yurimaru - dressed in his finest robes, wringing his hands, which CRACKLE with energy.

SAKURO (O.C.)
Nerves shot?

Yurimaru's mood blackens as Sakuro suddenly swings down into frame, like a bat just above him.

SAKURO (CONT'D)
Afraid maybe you're next?

GEMMA (O.C.)
Do I sense dissension in my ranks?

CONTINUED:

Gemma literally floats onto the ledge with them. Gemma's charm is laced with acid.

GEMMA (CONT'D)
I worry about you both... so many dead already. What would I do without either of you?

SAKURO
(to Yurimaru, as if to a child)
I'll protect him as if he were my very own.

GEMMA
(to Sakuro)
Lead our guests into the next realm... And make it their last.

A breeze whips a mist through and Gemma vanishes.

YURIMARU
What are you waiting for?

Sakuro leans in very close to Yurimaru.

SAKURO
A kiss for luck?

He lurches back and she flips away laughing.

DISSOLVE TO:

EXT. KIMON - NEW REALM - UTSUTSU'S REALM - DAY

Jubei is using his sword like a machete to hack a path through what seems like the twisting stems of gigantic roses. The thorns are massive and as sharp and wicked as razors. **The emotional and sexual tension between them is unmistakable.**

KAGERO
I'm sorry... but you don't understand...

Jubei slashes through another thorny barrier, then turns to face her.

JUBEI
So explain.

CONTINUED:

KAGERO
What do you want to hear? That it was a great honor to be chosen? Or how they gave me a baby bottle laced with arsenic... So one day, if I was truly blessed, I'd grow up to be an imperial poison taster?

JUBEI
It's a start.

Jubei's calm knocks some of the steam out of Kagero.

KAGERO
Well, as you can see... I turned out even better than anyone hoped... I became their very special weapon.
(looking at him, challenging)
A lot like you, Jubei.

JUBEI
What's that supposed to mean?

KAGERO
I've seen you... that look in your eyes before you kill... you think that's normal?

Before Jubei can reply, a voice echoes out, causing Kagero to whip around.

HANZA
Kagero... help me...

Kagero pushes past Jubei, slicing her arm on the thorns as she break into--

KAGERO
It can't be...

--A MISTY CLEARING - where HANZA - the once dashingly handsome Guard, is now standing like an **armless** zombie (thanks to Tessai).

KAGERO (CONT'D)
Hanza...?

Kagero races towards Hanza, who staggers towards her.

CONTINUED: (2)

JUBEI
Kagero, wait.

KAGERO
Oh Hanza.

REAR ANGLE ON HANZA - we see a **lightning bolt SCAR** across his back. The scar begins smoking.

Kagero continues running towards Hanza when Jubei leaps through the air, tackling Kagero before she can reach him.

KAGERO (CONT'D)
What are you doing? I have to help him.

Kagero struggles, but Jubei holds onto her, flipping them both into a roll just as--

HANZA EXPLODES - sending dust and debris shooting into the sky.

Jubei is pressed protectively over Kagero as debris rains down over them. Finally, when the dust settles, Jubei eases off her.

JUBEI
Sorry, I--

Kagero looks up at him like a child pleading, desperate to stop the pain.

KAGERO
I couldn't save him...

He wraps his arms around her. There are no words.

DISSOLVE TO:

EXT. UTSUTSU'S REALM - LATER THAT DAY

Jubei and Kagero are moving cautiously, but with expressions of awe through fantastical, brilliant, immense, towering crystal formations. Beyond them, shafts of sunlight crisscross an extraordinary **emerald green bamboo forest.**

JUBEI
You're sure we're still in Kimon?

CONTINUED:

KAGERO
Yes... but I've never seen anything so beautiful.

Suddenly a BLINDING BEAM reflects off the crystal formations forcing both our heroes to shade their eyes. Then a towering silhouette appears before them--

UTSUTSU MUJURO
(elegant, refined)
So they tell me.

--UTSUTSU MUJURO - the very tall, very handsome, refined BLIND MAN. His clothes, hair and eyes, all the same monochromatic shades. With his soothing voice and gentle manner, he could pass for a priest, if he weren't a sadistic devil.

KAGERO
(sotto, amazed)
He's blind.

UTSUTSU MUJURO
As are you.

Utsutsu brings up his sword which catches the light, sending an intense beam towards--

THE CRYSTAL FORMATIONS - all reflect the light, sending a DOZEN BLINDING BEAMS shooting straight into--

KAGERO'S EYES - she cries out in pain as the searing light brings her to her knees.

JUBEI
Kagero.

UTSUTSU MUJURO
She should regain her sight in time to see me win your sword.

CLOSE ON UTSUTSU - his sword held close to his face. His eyes are dead, but he listens, senses all.

REFLECTED IN UTSUTSU'S SWORD - we see Jubei leaping at him, his sword raised. Utsutsu is ready--

THE TWO SWORDS CLASH with phenomenal power and skill. The sound of steel on steel is deafening.

CONTINUED: (2)

The two warriors continue battling, while moving up into the bamboo forest, where--

They come together for another furious encounter of sword slashing and clashing. Utsutsu clearly has the upper hand in the battle, continuously driving Jubei back.

Finally, Jubei is slammed aside by a brutal blow.

As Jubei rolls to his knees to catch his breath, we see that Utsutsu looks fresh and totally in control.

UTSUTSU MUJURO (CONT'D)
I have longed to challenge you.

The GLEAM of Utsutsu's sword blasts towards--

JUBEI'S EYES - forcing him to shade them. But we can see the vicious rage building in him.

UTSUTSU MUJURO (CONT'D)
To prove to Lord Gemma that I am the true master.

Utsutsu attacks while Jubei is still trying to focus. Jubei flips back and brings up his sword to clash with Utsutsu's.

FROM THE PERSPECTIVE OF UTSUTSU'S BLADE - we see Jubei, blocking, dodging, spinning under and around the relentless slashes of the incoming sword.

Jubei is driven back, then he blocks a CLANGING blow that is so powerful he is slammed down and sent rolling across the forest floor.

Jubei springs up leaping/flying over Utsutsu, but the blind man springs into the air, following Jubei's every move.

They run up the narrow tree trunks, defying gravity and fighting as if they are on vertical parallel bars.

Utsutsu suddenly looses a barrage of CRYSTAL DAGGERS, forcing Jubei to windmill between the trees as the daggers pierce the bark.

Jubei lands in a crouch, trying not to make a sound.

UTSUTSU MUJURO (CONT'D)
To survive... you can't make any sound at all. Even your heartbeat betrays you.

CONTINUED: (3)

Suddenly, the sound of a sword slashing the air causes them both to turn--

Kagero, her eyes closed, is swinging her sword, wildly, blindly, slashing air, spinning around, then slicing through bamboo trunks with such speed they remain standing.

JUBEI
Kagero. Get back.

UTSUTSU MUJURO
Her pathetic attempt to save you is almost touching.

CLOSE ON JUBEI - as he suddenly seems to understand. Then, as-

Utsutsu starts towards her, but Jubei leaps through the air, spinning at him and forcing him to abandon Kagero.

Kagero takes a few more wild swings, then retreats, disappearing like a ghost through the misty light.

Jubei manages to spin clear of Utsutsu. Again Jubei crouches down.

The forest is ominously silent. Jubei tries not to make a sound. Utsutsu listens intently, then--

A BREEZE RUSTLES through the forest.

ALL THE TREES - Kagero has cut, begin sliding off their trunks.

Jubei can't hide a smile. Then he turns towards Utsutsu and we see the unmistakable look of maniacal rage.

Utsutsu suddenly seems uneasy as trees tilt and topple like glorious green dominos all around them.

EXTREME UP ANGLE - sunlight dancing, swirling in the wind swept trees, which bend, then fall TOWARDS CAMERA.

The sound is truly ominous as the trees CRASH into each other, CRACKING and then POUNDING to the forest floor.

Jubei attacks, sailing through the air, spinning and dodging falling branches.

Utsutsu is out of control, swinging blindly now, slashing at every twig and branch.

CONTINUED: (4)

Utsutsu suddenly smiles, then whirls around with a savage slicing swing--

Jubei twists and drops under Utsutsu's blade, then--

Utsutsu, smiling victoriously, raises his sword over his head to bring down the death blow. But he stops midway, a look of stunned horror on his face.

UTSUTSU MUJURO (CONT'D)
This can't be... I must win...

Jubei is on his knees, pulling his sword out of the dying devil--

JUBEI
We all lose...

--BRILLIANT LIGHT radiates from the wound and then--

Utsutsu collapses. Jubei turns and doubles over in pain.

DISSOLVE TO:

EXT. BAMBOO FOREST - DAY

Yurimaru stares at Utsutsu's body, when suddenly -- WHOOSH -- the dead man's sword streaks past his ear, piercing deep into a tree.

SAKURO (O.C.)
You should be more careful, Yurimaru...

Yurimaru tries to remain cool as he turns to see Sakuro grinning at him.

SAKURO (CONT'D)
I might have been your enemy.
(re: Utsutsu)
Pity... he used his *other* senses so well.

YURIMARU
You should have killed them before they ever reached Utsutsu's realm.

SAKURO
Think maybe I'm just not trying hard enough?
(MORE)

CONTINUED:

SAKURO (CONT'D)
It is fun imagining his sword slicing into your baby soft skin.

Yurimaru's hand CRACKLES with energy as a wire appears and snakes towards Sakuro.

As the wire is about to spread up her leg, Sakuro opens her mouth and breathes a small pile of gun powder into her palm.

SAKURO (CONT'D)
Handle with care, pretty boy, explosives and electricity can be a deadly mix...

THE WIRE - dissolves, but Yurimaru's anger burns bright.

YURIMARU
You blew your chance again.

She turns her back on him.

SAKURO
You're the one who blew it... we'd be dynamite together.

DISSOLVE TO:

EXT. ROCKY RISE - DAY

Jubei and Kagero are climbing towards a rise. Just beyond it strange lights crackle in the dark sky.

KAGERO
A storm...?

JUBEI
Not like any I've seen.

Suddenly screams echo over the rise, and they pick up their pace.

EXT. HILL OVERLOOKING SMALL VILLAGE - DAY

Kagero and Jubei look down over a small crude village nestled between two hills. A handful of people are staring up at the sky, while others are already running, screaming in panic.

KAGERO
What's happening?

--DOZENS OF COLORFUL 'RIBBONS' float over the village. They look like beautiful, festive streamers from a distance.

CONTINUED:

As the 'ribbons' begin floating down, we see they are actually Yurimaru's wires, CRACKLING with deadly force.

YURIMARU - standing on the far hill just beyond the village. Energy flows from the devil into the streaming wires--

Like colorful bolts of lightning, the wires whip the village, sending CRACKLING blasts over the thatched huts--

Like dozens of whipping power lines, the wires electrocute everything it their path. A GOOSE is cooked taking flight, a PIG seared on the hoof.

Jubei starts running towards the village but--

JUBEI
Run! Get out!

--The streams of wild current snake up towards Jubei, blasting him back through the air as if he was struck by a bolt of lightning.

Jubei slams down hard, the wind knocked out of him, his clothes smoldering.

CLOSE JUBEI - dazed, in pain.

FLASH CUT - JUBEI'S FLASHBACK - Smoke, fire, horrified screaming blending with the howling wind. Silhouettes of horses rearing, legs lashing the air. Then - THE TWO HOODED SWORDSMEN - holding torches. SHOCK CUTS to victims, their clothes ABLAZE, running, screaming. The howling wind, whipping fiery ash over a village. The huts bursting into flames.

RESUME SCENE OVER VILLAGE - Kagero races to him.

KAGERO
Jubei.

Jubei shakes off the pain, then looks past Kagero through the snaking lines to see--

Gemma and Sakuro - join Yurimaru on the far hill.

At a gesture from Gemma, Yurimaru and Sakuro move off, disappearing like whiffs of smoke. Gemma remains. He looks out over the devastation at--

CONTINUED: (2)

Jubei - who stares at Gemma for a long beat - then Gemma's IMAGE ZOOMS AT CAMERA, he smiles at Jubei, just as he did in the opening scene.

Smoke swirls around Gemma, then the hill is empty.

Jubei continues to stare off as Kagero begins to seriously worry about him.

KAGERO (CONT'D)
Jubei.

Kagero takes a step back when she sees the hatred in Jubei's eyes.

JUBEI
How far to the next village?

KAGERO
Maybe two hours... it should be Kimon Harbor.

JUBEI
Let's go.

DISSOLVE TO:

EXT. AT SEA - DAY

The bow of a magnificent sailing ship cuts through the water. Troops of dark clad ninjas work out on deck with swords.

CUT TO:

EXT. SEA CLIFF TEMPLE RUINS - DAY

Gemma stands in the ruins of a temple built over a jutting cliff. He senses Yurimaru coming up behind him, but he doesn't turn.

GEMMA
The woman's proven as lethal as her unlikely companion.

Gemma touches the other man's cheek tenderly, then a BLAST OF WIND sends Yurimaru sailing, slamming into the cliff wall.

GEMMA (CONT'D)
Maybe I should offer her your share of the gold?

CONTINUED:

Yurimaru doesn't flinch, he simply touches a CRACKLING finger to a trickle of blood on his lip.

YURIMARU
Whatever pleases you, my lord.

GEMMA
Prepare to meet the ship.
(putting in the last screw)
I think it's time I get to know this rare beauty.

DISSOLVE TO:

EXT. HARBOR VILLAGE - DAY

OPEN CLOSE ON THE STARING EYES OF A DEAD HORSE. The equine corpse lies in the sand near the pier pilings of a small, recently abandoned harbor.

KAGERO (O.C.)
It looks deserted.

PAN UP the hill to reveal Jubei and Kagero standing on the limb of a tree, looking down at the harbor below. **Jubei is really looking tired and sick.**

JUBEI
We'd better go down and make sure.

The familiar bowl hat appears beneath them coming up the grassy hill from the harbor.

DAKUAN
No need. I decided it best to frighten everyone off before the devils could slaughter them.

Jubei flips down, landing a little shakily in front of Dakuan. Jubei's sword comes out like lightning.

DAKUAN (CONT'D)
(started cry)

JUBEI
Smart.

The point of Jubei's sword slices the leather thong holding Dakuan's water pouch and flips it into Jubei's hand.

CONTINUED:

DAKUAN
(annoyed)
Thank you.

Jubei squirts liquid from the pouch into his mouth, then spits it out.

JUBEI
No wonder you're always smiling.

Dakuan snatches back his pouch.

DAKUAN
Water is for bathing.
(taking a swig)
Aah, the nectar of the gods.

Kagero drops gracefully down beside them.

DAKUAN (CONT'D)
We have less time than I'd hoped. The gold ship is expected by midnight.

KAGERO
(still not convinced)
Then it really is just about money...

DAKUAN
Much more. The gold will fund a reign of terror as far reaching as ever imagined.

KAGERO
What if we can't stop them?

DAKUAN
Then we all die. Oh well, next life. Now you'd best get some rest, the ship will be well guarded.

Jubei takes back Dakuan's pouch.

JUBEI
(to Dakuan)
First thing you've said that makes sense.
(to Kagero)
Ready?

CONTINUED: (2)

KAGERO
You go ahead. I'll catch up. I want to find us something to eat.

Jubei moves off away from the harbor. Dakuan starts down towards it.

DAKUAN
I seem to have developed a wicked thirst.

Dakuan suddenly freezes, finding Kagero's blade pointing at his back.

DAKUAN (CONT'D)
Suddenly I'm not so thirsty. What exactly are you doing?

KAGERO
You're killing him.

DAKUAN
Am I?

KAGERO
Don't push me, Dakuan. I want the antidote.

DAKUAN
You of all people should know there are many kinds of poison. Some even born within us.

Dakuan gasps and jumps as if goosed when she drives her blade down through his hat.

KAGERO
Just tell me what you used.

DAKUAN
One man's poison is another man's cure...

Before she can stop him, he uses his staff to vault off.

DAKUAN (CONT'D)
(calling back)
Or woman's.

Dakuan is flying through the air, beaming joyously when--

CONTINUED: (3)

WHAM - Kagero flies in, slamming into him, knocking them both out of the air.

They crash down and roll to a stop, Kagero's blade against his throat.

KAGERO
You're saying... kill poison with poison? Are you sure?

DAKUAN
Absolutely. Well, pretty sure. Mostly. Who the hell knows?

Kagero is totally off balance so Dakuan easily squirms out from under her.

DAKUAN (CONT'D)
But what's love without risk?

Dakuan scampers off, leaving Kagero stunned.

DISSOLVE TO:

INT. SPIRALING STONE LIGHTHOUSE - LATER AFTERNOON

Jubei is sharpening his sword, sitting in a arched opening, overlooking the glistening sea. Kagero enters looking off balance.

JUBEI
Anything good?

KAGERO
What?

JUBEI
Food. What did you bring us?

KAGERO
Oh... no... sorry.

JUBEI
You okay?

KAGERO
(focusing)
Yes, of course. What about you? It must be getting worse.

Hate in his eyes, Jubei tests the sharpness of his blade.

CONTINUED:

JUBEI
I'll finish what I started... even if it kills me.

KAGERO
(unnerved)
There may be a way to prevent that... he said it could work... might work...

Jubei sets down his sword and looks up as--

JUBEI
What's going on, Kagero?

--Kagero, her back to camera, is slipping off her robe and moving towards a very surprised Jubei.

KAGERO
Kill poison with poison.

Jubei can't help but admire her naked beauty and raw courage.

JUBEI
You're the antidote...?

Jubei tenderly wraps his arms around her naked body.

KAGERO
If you make love to me...

He gently kisses her cheek, then he suddenly steps away, picking up her robe and covering her with it.

JUBEI
I can't.

Kagero looks stricken to the core. She tries to wrap her robe tightly around her, but what's still naked is her heart.

KAGERO
You don't want me...?

JUBEI
You're all I've wanted.

KAGERO
Then why? I don't understand. You'll die if you don't.

CONTINUED: (2)

JUBEI
In more ways than one.
(trying to find the words)
But it would really kill me knowing
you're doing it out of duty.

KAGERO
What about for love?

JUBEI
You're sure?

Slipping off her robe.

KAGERO
Very.

His mouth covers hers. After a long sensuous kiss, Kagero's fear overtakes her.

KAGERO (CONT'D)
What if Dakuan's wrong? I couldn't
live knowing I killed you.

JUBEI
Without you... I'm already dead
inside.

They melt into each other.

A MONTAGE FOLLOWS - **An extraordinary love scene in dramatically exquisite ANIME - style.** Shadow and light. Extreme close ups. Enviable musculature. Remarkable athleticism.

While keeping PG-13 integrity, we experience two ninja warriors locked in a battle of pure passion, against the backdrop of cloud streaked sky and shimmering sea. Her hunger comes from love, but is driven by years of abstinence.

They share amazing moments, connecting with unfaltering love.

The montage dissolves from one sizzling, glorious series of ANIME STYLE shots to the next: his hands slowly exploring her sensuous curves. Her wet lips tracing his glistening muscles. Kagero, her legs wrapped around Jubei's hips, as he carries her to a bed of furs to continue taking her there. Their bodies entwined, arching, then flipping positions. The lovers bending in ways only two supreme athletes could possibly even imagine. Until, finally--

CONTINUED: (3)

CLOSE ON THEIR HANDS ENTWINED - then--

Their bodies still glistening, Jubei and Kagero are wrapped together, enjoying the aftermath of absolute ecstacy.

KAGERO
How do you feel?

JUBEI
Well, you did almost kill me... but in a good way.

Kagero smiles at him, then rests her head on his chest and closes her eyes.

CLOSE ON JUBEI - his smile changing to a look of confused torment. He shuts his eyes as if trying to shut out the IMAGES in his head--

FLASH CUT - JUBEI'S FLASHBACK - Through silver-black shadows, the TWO HOODED FIGURES on horseback, race along a storm blown cliff, side by side. The horses are lathered from the pounding charge. The riders draw their swords thundering straight at dark desperate figures on foot, running for their lives.

RESUME LIGHTHOUSE SCENE - Jubei tries to shake off the image.

KAGERO
(frightened)
What is it?

JUBEI
Nothing.

Jubei pulls her closer, but in his eyes we see he can't stop the images from coming--

FLASH CUT - JUBEI'S FLASHBACK - The hooded horsemen bring their swords slashing down on their fleeing, helpless victims. Screams blend with the howling wind. Then, as the riders charge on towards camera, the first hood falls back and we see GEMMA, his face a mask of malice. AND THEN--

THE SECOND SAVAGE SWORDSMAN, THROWS BACK HIS HOOD AND WE SEE THAT IT IS... JUBEI.

RESUME LIGHTHOUSE SCENE - Jubei suddenly lurches back from Kagero, his face a mask of stunned horror.

CONTINUED: (4)

KAGERO
Oh god, is it my poison? Tell me.

JUBEI
(hardly able to speak)
You could never hurt me...

Jubei starts moving away from her, grabbing his clothes and sword as he backs towards the doorway.

JUBEI (CONT'D)
But I may destroy you.

Kagero is flushed and as stunned as if he just slapped her.

KAGERO
No. What are you doing? Wait.

JUBEI
Stay away from me, Kagero. I'm the one that's poison.

Jubei bolts out of the lighthouse, leaving Kagero shocked and hurt to the core.

CUT TO:

EXT. CLIFF/BEACH - SUNSET

Jubei is running, sliding down the steep hill with the reckless abandon of a madman. He stumbles, falls, rolls and springs up as if he can't feel his body, only the agony tearing at his mind.

FLASH CUT - JUBEI'S FLASHBACK - Jubei and Gemma together, moving through a devastated, smoldering village. As they walk past the slain body of a child, its arms wrapped around a limp, bloodstained puppy, Gemma throws his arm over Jubei's shoulder, his LAUGHTER ECHOING in Jubei's head like thunder.

RESUME SCENE - as Jubei finally reaches the beach beside an outcropping of rocks. Still trying to escape his inner demons-

Jubei dives into the surf and comes up letting the waves pound him. His screams of denial blend with the raging surf.

A wave takes Jubei and slams him against the rocks and he disappears under the churning foam for a long beat.

Finally a HAND reaches up and grabs hold of the rock. Jubei struggles against the surf, then he looks up at the sound of:

CONTINUED:

DAKUAN
One does not have to die to be reborn.

Dakuan is squatting on a rock just above the surf. Jubei pulls himself higher from the water, the surf continuing to pound him.

JUBEI
(icy)
You knew.

DAKUAN
Of course.

Jubei drags himself higher, clear of the pounding waves.

JUBEI
(accusation, not question)
That's why you poisoned me.

DAKUAN
Actually...
(little chuckle)
I lied. There was nothing on the points.

Jubei lunges for Dakuan, who with a cool twist of the wrist flips Jubei, sending him slamming down against the rocks on his back.

Jubei stares in amazement up at the old man, who suddenly looks anything but the fool.

JUBEI
You're still lying. How else could I have survived Kagero's poison?

DAKUAN
She *was* the antidote... but to a poison that was already inside you... a hate more toxic than venom. Kagero's cure was truth.

JUBEI
(confused, frustrated)
I still don't know the truth. Only pieces of what I did.

CONTINUED: (2)

DAKUAN
Your soul is too sickened by the past to dare face all of the truth. Kagero helped heal a small part... just enough to show you the path, open the door. What you do with this is up to you.

Jubei is overwhelmed, his frustration nearly driving him back over the edge.

DAKUAN (CONT'D)
Together you have great power... as you have already demonstrated. Without you, Kagero could not survive the one poison she is not immune to...self-hatred. Without her, you would never know the answer.

JUBEI
Then we'll do it together.

DAKUAN
You will have to find the inner strength to finish your journey alone.

Dakuan hands Jubei the jeweled headband Kagero always wore.

JUBEI
They have Kagero?

Jubei's eyes fill with deadly rage.

DAKUAN
They took her after you left.

JUBEI
Gemma...

DISSOLVE TO:

EXT. HARBOR - ABANDONED WAREHOUSE - SUNSET

The red sun burns like fire behind Jubei, who is on the roof looking down through a gaping hole.

INT. WAREHOUSE - CONTINUOUS

Shafts of blood red sunlight pour in through the rotted walls and ceiling. The high rafters cast black shadows throughout.

In the center, an unconscious Kagero is hanging rather erotically from the rafters.

Jubei lands in a crouch beside Kagero's body, drawing his sword. He spins around, looking--

SLOW PAN eerie shadows against fire red shafts of sun.

Kagero stirs and moans, bringing Jubei's attention back to her.

JUBEI
Are you okay?

SAKURO (O.C.)
She's nearly perfect.

Sakuro is high above him, standing on a rafter beam.

SAKURO (CONT'D)
What do you say, Jubei, shall we share her first? It'll be like old times.

Kagero is fully conscious.

KAGERO
Jubei...?

His eyes on Sakuro, Jubei slices the ropes and catches Kagero, easing her to her feet.

SAKURO
You, me and whatever captive happened to catch our eye.

Kagero looks at Jubei, who continues staring at Sakuro.

KAGERO
What's she saying, Jubei?

SAKURO
Oh, didn't he tell you? Your lover is one of us.

CONTINUED:

Jubei looks ready to spring at Sakuro. He doesn't notice Kagero easing her dagger out of her sleeve.

JUBEI
Not any more.

SAKURO
(childish)
Once a monster always a monster.

Sakuro twirls through the air, landing on another beam.

SAKURO (CONT'D)
Poison lady... meet Jubei... the Eighth Devil of Kimon.

KAGERO
It can't be...

JUBEI
I didn't realize... not until we...

KAGERO
(near tears)
You bastard.

Kagero's dagger comes up as she launches at him with feral rage.

KAGERO (CONT'D)
I loved you.

He blocks her assaults, not wanting to hurt her, but forced to fight for his life.

JUBEI
Kagero, please...

KAGERO
You used me.

JUBEI
No--

Kagero's brutal kick shuts him up. She pummels him with another series of hate-driven blows. Jubei takes each hit without delivering one of his own, but he can't last much longer without fighting back. He manages to flip clear of her long enough to:

CONTINUED: (2)

JUBEI (CONT'D)
Don't you see what they're doing? They'll kill you the second I'm dead.

KAGERO
(pulling out her dagger)
Let them. I don't care.

JUBEI
But I do.

Kagero charges at him with her long dagger, forcing Jubei to pull his sword and defend himself in earnest.

They battle against the red glow, each wind-milling through the air, where their weapons clash with sparking force.

They leap from rafter to rafter, a masterful dance on the narrow beams. Jubei is always on the defensive, desperately trying to fend off Kagero's vicious assaults without hurting her.

Sakuro watches with childish delight, moving, flipping clear as they continue battling.

SAKURO
She is special. No wonder you had to have her.

Kagero rage is fueled by Sakuro.

After a lightning fast sword exchange, Jubei lands a blow that slices Kagero's blade off at the hilt.

JUBEI
Listen to me, I--

KAGERO
I'll tear you apart with my hands.

Jubei flips repeatedly through the air, landing back on the ground, only to have--

Kagero slam down right on his back, straddling him, riding him like a savage wild cat.

Finally, he flips her off, but Kagero hits the ground in a handstand and instantly springs back, flipping at Jubei.

CONTINUED: (3)

Kagero whips into him, nearly snapping Jubei's head off, forcing him to deliver a devastating kick, which sends her sailing across the room.

Kagero uses the momentum to spring up with inhuman speed and attacks again--

She whirls at him, hitting him with such speed he's driven into the air, then Kagero drives into him again, repeatedly kicking upwards, driving him up to the rafters.

Instantly, Kagero is running up the support beam, then flipping up into the air after him. To her surprise, instead of retreating, this time Jubei leaps down at her--

The two collide high above the ground, flipping through the air and repeatedly propelling themselves off the rafters and meeting in the center to exchange savage blows.

Finally, Jubei whirls in the air and delivers a devastating blow, that sends Kagero sailing across the room and--

Crashing into a wall with such force the boards crack apart. She collapses, too dazed to get up.

Jubei turns his attention to Sakuro, who is draped seductively on a beam above him.

JUBEI
Now you.

Jubei whips around to see--

GEMMA
No, no. Please, me first.

--Gemma standing behind him, silhouetted by the red shafts of misted light.

Sakuro can't hide her desperation to save Jubei.

SAKURO
Gemma, listen to me. He's still one of us. Look at the way he slapped her around.

GEMMA
(to Sakuro)
Leave us. My old friend and I have catching up to do.

CONTINUED: (4)

SAKURO
Please, we need him now that the others are gone.

Gemma pulls his sword.

GEMMA
Choose carefully, Sakuro.

Sakuro looks at Jubei, then Gemma. Both men look ready to kill her.

SAKURO
My loyalty has always been to you... Lord Gemma.

She bows to Gemma and backs away.

SAKURO (CONT'D)
(to Jubei as she exits)
You could have had it all.

Gemma and Jubei face off across the room. Jubei's face is rage, but Gemma radiates charisma and self-confidence.

GEMMA
She's right. I gave you everything, Jubei. I treated you like a brother. And how do you repay me? By killing your brethren?

Jubei draws his sword.

JUBEI
I haven't even started.

Gemma launches into the air with such BLURRING speed he seems to blend into the misty shafts of light, then he reappears just as--

Gemma slams Jubei with inhuman force, catapulting him through the air and crashing into a support beam so hard the beam shatters.

Before Jubei can get up, Gemma is over him, his sword ready to finish him.

GEMMA
We were so good together.

CONTINUED: (5)

Kagero suddenly sails at Gemma, slamming him back with surprising force.

Jubei looks more surprised than Gemma, who gets to his feet, wiping his cut lip and grinning.

GEMMA (CONT'D)
(to Kagero)
I guess you have to forgive him for being what he is...
(brutal)
Since you've killed all your other lovers.

Before Kagero can let out her rage, Jubei is flying at Gemma, who meets the attack, matching Jubei blow for thunderous blow. But then--

Kagero joins Jubei, fighting at his side, then combining their skills and working as one. **Jubei and Kagero link their bodies and launch each other like whirling weapons against Gemma.**

Finally, they slam Gemma upwards with such brutal force, he SMASHES out through the ceiling.

CUT TO:

EXT. WAREHOUSE - CONTINUOUS

The sun is lowering into the sea, turning water and sky to lava red. Kagero flips up onto the roof, furious to find it empty. Sensing something, Kagero turns--

Gemma stands on a distant rooftop, the sun a flaming orb behind him. Then like a chilling breeze, he's gone.

KAGERO
No.

Jubei lands across from Kagero and sheathes his sword.

JUBEI
Kagero...

He moves towards her, but Kagero stops him cold, bringing up her half dagger and backing away. She glares at him with intense hatred.

KAGERO
Stay back.

CONTINUED:

JUBEI
Then why did you help me?

KAGERO
I didn't. You were just the lesser of two evils.

JUBEI
You won't even listen?

KAGERO
To a lying devil?

JUBEI
It's not over, Kagero.

KAGERO
Dakuan and I will finish what we started. I'm warning you, Jubei, stay away from me.
(absolute conviction)
If I ever see you again... I will kill you.

Kagero turns and strides off. Jubei watches her for a beat, then he resolutely looks off towards the dock and disappears into the shadows.

DISSOLVE TO:

EXT. HARBOR VILLAGE - DOCK - NIGHT

The ship looms large beside the simple harbor.

On deck, Dark Ninjas are preparing to dock.

The anchor chain clangs down, splashing into the water.

From the high deck we see--

YURIMARU AND SAKURO - standing below on the dock. She is beaming with childish glee.

SAKURO
A ship of gold split three ways.

YURIMARU
My share will go to Gemma. To reinforce his power and his armies.

CONTINUED:

SAKURO
Poor Yurimaru, you really think you can buy his affection?

The gangplank drops over camera.

Dark clad Ninja warriors begin streaming off the ship like rats.

Yurimaru turns as--

Gemma charges up on his lathered horse. Yurimaru drops to his knees, but Sakuro remains standing.

YURIMARU
(to ninjas)
Bow to the shogun of the dark...
Lord Gemma.

The ninjas all bow as Gemma dismounts.

YURIMARU (CONT'D)
My lord, please go aboard at once. He is here. I will see that he dies.

GEMMA
Do it.

Gemma strides off towards the ship and Yurimaru addresses the ninjas:

YURIMARU
Find the traitor and kill him.

CUT TO:

EXT. HARBOR VILLAGE - BACK ALLEY - NIGHT

A series of dramatic shots of Yurimaru as he cautiously follows--

A trail of dead ninjas, their bodies strewn through the narrow, shadowy alleyways.

EXT. BOATHOUSE - NIGHT - MOMENTS LATER

Yurimaru stands facing an abandoned boathouse. He pushes the body of another fallen Ninja over the dock with obvious contempt. He stiffens at:

CONTINUED:

SAKURO
You have to admit, he's got a certain style.

Sakuro appears behind him.

SAKURO (CONT'D)
Not like you... or even Gemma.

Yurimaru looks ready to strike her down.

SAKURO (CONT'D)
Jubei is all man.

YURIMARU
He betrayed Lord Gemma.

SAKURO
Grow up. Gemma lied to him... he lied to all of us. The difference is we didn't care.

CLOSE SAKURO - her mocking grin is made more sadistic by the SCAR on her cheek.

SAKURO (CONT'D)
Because we love to kill... It turns us on.
(coming on to him)
Let's do him together.

With lightning speed, Yurimaru reaches out and grabs her throat. Energy CRACKLES through his fingers, causing Sakuro's face to contort grotesquely.

YURIMARU
You still want him, don't you? But is he worth dying for, Sakuro?

He hits her with more power, drool drips from her twisted lips as she tries to shake her head.

SAKURO
(gasping, garbled)
No...

He heaves her back so hard she slams to the ground, clutching her throat and gasping for air.

YURIMARU
Keep away from me. And Gemma.

CONTINUED: (2)

Yurimaru turns his back on her and starts towards the boathouse.

Sakuro's hatred is smoldering... literally.

CUT TO:

INT. BOATHOUSE - NIGHT - CONTINUOUS

A trail of gleaming ninja daggers stabbed in the walls and droplets of blood splashing down from the rafters assure us that Jubei has been here.

Yurimaru's silhouette is framed in the doorway. He steps inside, taking in the evidence.

We find Jubei on an upper platform, moving through the shadows. Stopping. Listening. He looks down through a loading door in the floor of the platform and sees--

YURIMARU'S SHADOW - moving below.

Jubei eases up his sword then suddenly--

A WIRE DROPS DOWN OVER JUBEI'S HEAD - tightening around his neck. He cries out as jolts of ENERGY strangle him. Jubei's sword falls from his hand.

Yurimaru leaps down from the rafters, holding the wire and pulling Jubei up into the air.

YURIMARU
I imagined how this moment might feel... every time you rejected me.

Yurimaru keeps Jubei hanging by the neck in front of him. The wire is strangling Jubei, who desperately, but futilely tries to get his fingers inside the noose.

YURIMARU (CONT'D)
Watching you burn from the inside out.

Crackling energy surges through the victorious Yurimaru and into the writhing Jubei.

YURIMARU (CONT'D)
It exceeds my expectations.

Suddenly, a noise draws Yurimaru's attention--

CONTINUED:

ON THE FLOOR - A RAT - scurries towards him, then stops and falls over.

Yurimaru stares at the rat, confusion in his eyes, then he see it--

A SCAR - on the side of the rat, which begins to SMOKE.

YURIMARU (CONT'D)
No...

As realization hits Yurimaru, his energy surge eases and Jubei flips back and delivers a brutal kick into Yurimaru, sending him sailing towards the rat.

Jubei dives out the boathouse window just as Yurimaru screams and--

THE RAT EXPLODES!

EXT. BOATHOUSE - NIGHT - CONTINUOUS

The boathouse is blow apart, the debris sailing all the way to--

EXT. DOCK - CONTINUOUS

Sakuro is standing on the dock looking up at Gemma, who is on the deck of the ship. Debris rains down around them.

SAKURO
(oozing sarcasm)
Oh my. Looks like dear
Yurimaru walked into my trap.

Gemma catches A PIECE OF YURIMARU'S ROBE - a CRACKLING hand still in it.

SAKURO (CONT'D)
Well, at least he went out with a bang.

Gemma looks down at the last of Yurimaru.

GEMMA
Enjoy hell, Yurimaru. Now you can be the real devil's queen.

Gemma tosses away the hand.

DISSOLVE TO:

EXT. BOATHOUSE - NIGHT

Behind the smoldering rubble of the boathouse, Jubei emerges. He holds Kagero's jeweled headband. He looks out over the harbor to see--

THE SHIP sailing off.

Jubei ties Kagero's band around his forehead, a warrior preparing for battle.

THROUGH THE SMOKE - we see Gemma's horse.

Jubei springs up into the saddle and charges off.

VARIOUS CUTS OF JUBEI -

-racing along the cliff, the ship gliding in b.g.--

Jubei charges the horse right off the cliff--

Horse and rider splash into the sea--

In the silver stream of the moonlight, Jubei guides the horse through the water towards the ship--

When he's within reach, Jubei dives off the horse and swims towards the ship.

As he begins climbing the side rigging, we...

CUT TO:

INT. SHIP'S CARGO HULL - NIGHT

Sakuro stands between towering crates and stacks of GLEAMING GOLD BRICKS. She smiles in triumphant glee as she uses a long **metal bar** to pry open another crate. Then whirls around at:

DAKUAN (O.C.)
So much gold...

Dakuan stands at the top of the stairway, between two wall torches. Beside Dakuan is a fifty-gallon wooden vat.

DAKUAN (CONT'D)
...and so few poor devils left to enjoy it.

Sakuro smirks up at the old man.

CONTINUED:

SAKURO
Thanks for the help. I was never good at sharing.

DAKUAN
And I thank you. Without your explosive personality... I could never sink such a tremendous ship.

That said, Dakuan whirls around and KICKS the vat, sending it CRASHING down the stairs, cracking apart and flooding the deck with kerosine.

DAKUAN (CONT'D)
This is what one might call a flammable situation.

Dakuan is reaching for the torch when--

SAKURO
Touch it and I blow you away.

--Sakuro is holding out a handful of her explosive BLACK POWDER, ready to blow it at Dakuan.

DAKUAN
In that case...

Dakuan vaults off his staff straight at the stunned Sakuro--

Slamming into her and launching her back with amazing force.

Sakuro steadies herself and smiles at the old man, who is coolly twirling his staff like a fighting stick.

SAKURO
I've heard you're a real wizard with that staff of yours.

Sakuro flips over to retrieve her iron bar.

DAKUAN
(grinning, eyes downward)
A bit worn perhaps... but still sturdy.
(to Sakuro)
And I'm not bad with the staff either.

CONTINUED: (2)

Dakuan plants his staff against the deck and whirls around it, delivering rapid-fire kicks into Sakuro, then flipping back, pulling his staff up, ready to defend against attack.

Sakuro and Dakuan each wield their fighting 'sticks' with amazing speed and grace, while using them to catapult, vault and flip through the air, coming together for rapid, powerful exchanges.

As they battle back towards the stairs, Dakuan glimpses-

KAGERO - standing at the top of the stairs looking amazed.

KAGERO
Dakuan...?

Sakuro faces off, ready to attack him again.

SAKURO
You know, you're kind of cute. Sure you wouldn't rather join the party?

Dakuan suddenly retreats, vaulting away from her towards--

DAKUAN
A most tempting offer, but--

--AN OPEN HATCH - Dakuan lands in front of it, then loses his footing and falls back, disappearing with a squeal.

SAKURO
Too bad.

Without missing a beat, Sakuro turns towards Kagero, who is now at the base of the stairs, holding the torch.

SAKURO (CONT'D)
Guess I'm stuck with the toxic tramp.

Sakuro launches herself through the air, whirling at Kagero.

Still holding the flaming torch, Kagero narrowly avoids contact by racing at the crates, springing into a handstand and vaulting up, flipping against the crates and twisting upwards until--

Kagero lands high atop the stacked crates. But before she gains her balance--

CONTINUED: (3)

WHAM - Sakuro sails in, slamming her hard. The torch is knocked from Kagero's hand as she falls back, over the edge. (Kagero' torch drops on top of the crates beside Sakuro.)

Kagero lands hard beside the pool of kerosine.

Still standing high above her on the crates, Sakuro laughs as she picks up the torch and prepares to hurl it down.

SAKURO (CONT'D)
You're actually kind of hot.

Kagero surreptitiously reaches back, until her dagger is soaking in kerosine.

SAKURO (CONT'D)
So fry, baby... fry.

The instant before Sakuro lets go of the torch, Kagero hurls her kerosine-soaked dagger up at Sakuro.

The dagger sails through the falling torch, IGNITING on its way to the target--

But Sakuro is ready and whirls around kicking away the fiery dagger, sending it plummeting back towards the deck.

SAKURO (CONT'D)
Nice try, Miss Poison Puss--

Sakuro is cut short by Kagero's fist slamming into her face. Below them, the fiery dagger hits the deck, exploding the kerosine into flames.

KAGERO
That's calling the kettle black.

Kagero whirls around and kicks Sakuro with all her might, sending the screaming devil lady hurtling down into the flames below.

The force of the blast sends a FIREBALL WHOOSHING at Kagero, who catapults herself up and through the air--

Reaching the ceiling, Kagero flips up, running upside-down for a beat, then flipping over again just as the FIREBALL PASSES BY right under her.

As the fireball reaches the hull, the force of the explosion is so intense the crates are blasted across the ship and into the hull with such force it--

EXT. SHIP - NIGHT - CONTINUOUS

--SMASHES A MASSIVE HOLE in the side of the ship.

VARIOUS SPECTACULAR EXPLOSIONS -

VARIOUS EXTREME ANGLES -

The ninja crew desperately trying to abandon ship as fires spread across every deck.

BACK TO:

INT. CARGO HULL - CONTINUOUS

Fire and charred debris surround Kagero, who is about to reach the stairs when--

Out of the smoke steps GEMMA and before Kagero knows what hit her, he slams her down with a brutal blow.

GEMMA
Even Sakuro...

Kagero tries to get up, but she's too weak. To her surprise Gemma walks past her.

GEMMA (CONT'D)
Six devils lost...

Gemma kicks aside a charred crate to reveal what's left of poor, dead, smoldering Sakuro.

GEMMA (CONT'D)
All their extraordinary powers...

Gemma kneels over Sakuro pressing his hand over her charred remains. **In a whirlwind of spectacular FX, GEMMA ABSORBS SAKURO'S POWERS.**

GEMMA (CONT'D)
...are mine.

Kagero stares in stunned realization.

KAGERO
You wanted us to kill them...

GEMMA
I wanted *him* to kill them... your help was a welcome bonus.

CONTINUED:

KAGERO
(understanding)
Jubei... his power...

Gemma's smile gives new meaning to malicious.

GEMMA
The last...

That said, he strikes her with vicious force, turning her world to darkness...

DISSOLVE TO:

INT. SHIP - A LOWER DECK - NIGHT

Jubei moves between flames and falling debris, searching. He hears the sound of creaking boards and--

CLOSE ON JUBEI'S SWORD HILT - as his thumb clicks the release and the blade inches up in its sheath.

THROUGH A TUNNEL OF FLAMES - GEMMA - stands facing Jubei. A BREEZE WHIPS up around Gemma fueling the flames.

GEMMA
My dear old friend, here we are again, just the two of us...

JUBEI
Where is she?

Gemma steps from the flames with the cheer of a man greeting an old college pal.

GEMMA
Forgive me for saying it, but you don't look so good. I know how confused you must still be. Let me help you.

Gemma's charismatic smile is infuriating, but Jubei says nothing, he just watches Gemma like a cat ready to pounce.

GEMMA (CONT'D)
You must remember how I first played you?
(off his glaring silence)
I'm almost embarrassed to admit how easy it was.
(MORE)

CONTINUED:

GEMMA (CONT'D)
There we were, eight of the most powerful warriors Kimon had ever seen.
(with contempt)
All wasting our talents serving one pathetic old warlord.

Jubei's expression shows us that he's getting glimpses of memory.

GEMMA (CONT'D)
Your power was the most amazing of all. No swordsman could ever match you. Not even poor Utsutsu. So of course the old Shogun and his army didn't stand a chance... Once I convinced you that the people of Kimon would be better off without him.

JUBEI
(more to himself)
They would have been... he was a ruthless tyrant...
(meeting Gemma's eyes)
But nothing compared to what you turned out to be.

GEMMA
And I owe it all to you.

JUBEI
You're finished, Gemma. The gold and your devils are gone.

GEMMA
(grinning)
You still don't get it. The gold means nothing. I have what I wanted. One by one you cut them down for me, so I could claim their powers. I used you, just like before. And now you're here to give me exactly what I want again... your power. Imagine it, I alone will control all the powers of the Eight Devils Of Kimon. I'll rule the empire.

While Jubei is still reeling from the realization, Gemma makes his move, launching himself at Jubei, his sword drawn.

CONTINUED: (2)

Jubei meets the attack, bringing up his sword with amazing speed. Jubei is driven by insane rage, slashing at Gemma with relentless fury.

Gemma suddenly brings up his other **arm, which transforms into a DRAGON HEAD,** its huge fangs nearly ripping into Jubei, who narrowly lurches back, slashing through the dragon and seemingly cutting off Gemma's arm. But almost instantly--

A HUGE SNAKE FORM grows out of Gemma's arm.

Gemma snaps the snake at Jubei like a HISSING BULLWHIP.

THE HISSING SNAKE WHIP - cracks inches from Jubei's face, forcing him to dive and roll.

Jubei springs up and windmills himself through the air, slashing the SNAKE'S HEAD OFF.

Gemma just laughs as THE SNAKE HEAD REGROWS and this time when it HISSES, SPARKS OF ELECTRICITY CRACKLE from it's lashing tongue. Then--

--THE SNAKE COMPLETELY ELECTRIFIES - Gemma wildly whipping it like streaking LIGHTNING.

Jubei is totally on the defensive, desperately flipping and diving, narrowly eluding the countless slashes of Gemma's crackling whip, which explodes away pieces of the burning ship with every lightning strike.

As the lightning whip slashes his shoulder, Jubei grabs the wound while diving through--

A WALL OF FLAME - disappearing for a beat then--

Jubei swings his sword into a burning support beam, sending it--

CRASHING DOWN ON GEMMA'S WHIP - pinning it.

Before Jubei can reach him, **GEMMA BREATHES OUT A GUST OF BLACK POWDER** - over Jubei, who dives just as--

THE POWDER - meets flame and EXPLODES with such force--

THE SHIP - keels over, knocking both men off their feet.

CUT TO:

EXT. SHIP - NIGHT - CONTINUOUS

The ship is ablaze, its timbers screaming as it slowly tips.

BACK TO:

INT. SHIP - RESUME SCENE

Gemma is regaining his balance when Jubei flies in, booting Gemma back into a fiery beam.

THE BEAM - shatters and a mountain of flaming debris completely buries Gemma.

Jubei moves in for the kill, but--

From beneath the burning debris, a GUST OF WIND blasts forth and GEMMA RISES like a demon.

GEMMA
You forget, you gave me all their powers.

Standing inside a wall of flames, Gemma raises his arms in victory as a ROCK SHELL FORMS over him (like Tessai's, but Gemma's face, one arm and shoulder are covered in gleaming armor).

Jubei charges, but Gemma meets him with supernatural force, mercilessly pounding him back.

Jubei whips up his sword, slicing the beam above them and sending it crashing down on Gemma.

The beam pins Gemma, but to Jubei's frustration THE ROCK SHELL EXPLODES OFF GEMMA, shattering the beam away.

Jubei is moving in for the kill when:

GEMMA (CONT'D)
Don't you want to know how she died?

Jubei looks stricken, unsteady.

JUBEI
Kagero...?

GEMMA
I was remembering all those night raids we shared...
(MORE)

CONTINUED:

GEMMA (CONT'D)
how you hated it when I killed the women... It made you sick.
(with contempt)
It made you weak... like now.

Gemma whirls into Jubei, kicking the sword from his hand.

Gemma keeps coming, slamming Jubei with brutal blows, head butting him, then pummeling him with rapid jabs and savage kicks.

No more superpowers, just amazing athletes in hand to hand combat. But Jubei's will seems to be broken and Gemma is relishing every hostile blow he strikes.

After a spectacular series of flying kicks and slamming fists, Gemma delivers the devastating hit that seems to finish Jubei. And just then--

The ship lists violently sending everything toppling over as-

EXT. SHIP - NIGHT - CONTINUOUS

More fiery EXPLOSIONS cause the ship to keel all the way over onto its side.

BACK TO:

INT. SHIP - RESUME

As the ship settles disastrously onto its side, **an avalanche of fiery debris rips across the ship, crashing together to form a blazing pit at the *new* bottom.** Several cross-beams crash down above the flaming pit, **creating three levels of narrow, crisscrossing platforms over the raging fire below.** Just beyond the molten pit, the hole in the ship's *side* reveals the icy abyss churning below.

On the far side of the ship, from amidst a mountain of smoldering debris, Gemma explodes into frame from beneath the rubble and instantly Jubei slams into him, resuming the battle. But then, Jubei hears the impossible:

KAGERO (O.C.)
Jubei...

Through the smoke and flames he sees--

A GHOSTLY VISION - Kagero staggering towards him, beaten but alive.

CONTINUED:

JUBEI
Kagero...

GEMMA
(to Jubei, amused)
I'm as shocked as you are. She should have been charred to a crisp by now.

Like a man reborn, Jubei lunches into Gemma, beating the living hell out of him.

Gemma struggles against the savage onslaught, but he is no match for Jubei.

Just as Jubei is about to deliver the final blow--

Gemma hurls himself at Kagero, grabbing her and springing--

GEMMA (O.S.) (CONT'D)
What will the noble warrior choose?

--up to a cross-beam above the blazing fire pit, holding Kagero.

GEMMA (CONT'D)
Love or hate? Save a life or try and end one?

JUBEI
I pity you, Gemma... you missed the greatest power of all.

GEMMA
(laughing)
What? Honor?

Jubei looks pointedly at Kagero--

JUBEI
Trust.

--She nods in understanding, then--

Kagero calmly leans back, pulling her and the shocked Gemma off the beam, while at the same second--

Jubei hurls his sword upwards and leaps up as--

--Jubei's sword pierces a beam high above the fire pit and Jubei swings across, holding his line with one arm while--

CONTINUED: (2)

Gemma and Kagero are falling towards the flames.

Jubei swings in and grabs Kagero into his arms, while at the same time kicking out at Gemma, propelling his enemy towards--

A JUTTING BEAM - Gemma catches the edge of a jutting beam (the second level up from the fire) and hangs on.

Leaving Kagero on the upper third level platform, Jubei flips down right in front of Gemma.

GEMMA
I knew you couldn't let me die, you loved me.

and before Gemma can react--

JUBEI
No. You loved you.

--Jubei kicks him back, sending Gemma crashing down onto the lowest level just above the fire pit - while at the same moment Jubei springs up to Kagero. Then-

--Jubei and Kagero swing off through the flames and dive down into the hole in the ship, disappearing into the churning water below.

Gemma looks surprised Jubei didn't finish him--

GEMMA
You still couldn't kill--
(turning to see:)

--A RIVER OF MELTED GOLD - streaming at him.

Gemma's last word is a scream as the wave of gold hits, sweeping him through the fiery pit towards the hole in the ship.

DOWN ON GEMMA - as **the golden devil hits the icy water and the hot metal steams.**

CLOSE ON GEMMA - his expression is terrified realization as the gold shell encasing him hardens.

DAKUAN (O.C.)
A fitting end, devil...

Above, looking down through the hole is a very pleased DAKUAN.

CONTINUED: (3)

DAKUAN (CONT'D)
Eternity in your golden inferno.

Gemma sinks into the sea with a shower of sparkling gold bricks racing him into the abyss.

DISSOLVE TO:

EXT. BEACH - SHIP WRECK - DAWN

Through the blue mists of dawn we can make out the smoldering remains of the ship's masts, now resting parallel to the sea. The skeleton hull is lodged in a sandbar just beyond the beach.

Inside the blackened hull, Jubei is leaning against a charred barrel. In his hand is Kagero's headband.

KAGERO (O.C.)
I want that back.

Jubei half smiles as he holds out his hand and Kagero steps in and reaches for the jeweled band.

JUBEI
It took a bad beating. But I think it's okay.

Jubei grabs her with his free hand. She doesn't fight him.

JUBEI (CONT'D)
How about you?

KAGERO
Pretty much the same.

They're headed for an intimate moment, but--

Dakuan - catapults over them on his extending staff and lands high atop the sail's crossbar. Dakuan tosses Jubei's sword down to him.

DAKUAN
I believe this belongs to you.

Dakuan slips and, squealing, drops down between them. He looks up and smiles:

DAKUAN (CONT'D)
I rejoice to see you both looking so well.

CONTINUED:

JUBEI
Surprised?

DAKUAN
Utterly. While I was certain by working together you would triumph...
(brushing himself off)
Surviving was a dragon of a different color.

Dakuan grins then gasps as Jubei suddenly has him by the throat lifting him into the air.

JUBEI
You left the scroll didn't you?

DAKUAN
(choked squeal)
Who else?

Jubei drops Dakuan, who grunts indignantly.

DAKUAN (CONT'D)
A simple thank you would suffice. The answer *does* lie in Kimon.

JUBEI
I'm still not sure who I was.

DAKUAN
Wrong question. Who you were is gone forever. Seek the real answer: *who you are now?*

Jubei and Dakuan share a brief but pointed look.

KAGERO
(to Dakuan)
Right from the start, you knew about the devils, about Jubei. Why couldn't you just tell us?

DAKUAN
I enjoy a more poetic approach to life.
(tapping his brim)
It goes with the hat.

Dakuan bows to them, readying to leave.

CONTINUED: (2)

DAKUAN (CONT'D)
But what does it matter now? The danger is over. Gemma is gone along with all the powers.

Dakuan smiles coyly at Jubei, who studies the old man with a new respect.

DAKUAN (CONT'D)
That is unless you... or I claimed them. Hmm?

While Jubei and Kagero consider this, Dakuan uses his staff to vault off.

DAKUAN (CONT'D)
It has been most rewarding.

Dakuan disappears into the mists, his satisfied chuckle trailing off.

KAGERO
Jubei...?

Jubei stares after Dakuan for a long beat, with a suspicious grin.

JUBEI
(mysterious)
Scary thought isn't it?

She isn't up for it.

KAGERO
I can't even let my mind go there... Not for a while at least.

Jubei moves to Kagero, taking her into his arms. Jubei leans in to kiss her, but she pulls back.

JUBEI
You can't forget what I did, can you?

KAGERO
I love you, Jubei... but we're both still searching.

JUBEI
Why not together?

CONTINUED: (3)

KAGERO
My poison served its purpose once... twice and it may prove fatal.

JUBEI
I'm willing to chance it.

KAGERO
I'm not. You mean too much to me.

JUBEI
I don't want to let you go.

Kagero appreciates him with a smile, but her elegant resolve doesn't crack.

KAGERO
All my life I've done what others wanted, needed from me. Taking and obeying orders. Poisoning myself so another could live.

JUBEI
That's over. You're free.

KAGERO
Yes... to find my own cure and my own answers.

He stands behind her, brushes back her hair and ties her headband in place.

JUBEI
Oh yeah, answers... there's a lot of that going around.

KAGERO
Then... I'm going to find you. Just promise me you'll do one more thing.
(off his look)
Forgive yourself.

Jubei takes her in with his eyes one last time, then he launches himself over the side, landing on the sandbar.

KAGERO (CONT'D)
Jubei.

CONTINUED: (4)

She looks down at him, clearly not wanting to let him go, but knowing she has to.

KAGERO (CONT'D)
I will find you.

Our hero locks eyes with her one last time, then he turns and slings his sword onto his back and heads for the road, once again alone. As he moves into the rising sun, we...

FADE OUT: